

B. Remuneration to other directors:

(Rs. in Million)

Sr No.	Particulars of Remuneration	Sitting Fee paid for attending Board/ Committee Meetings	Commission Paid	Others, Please Specify	Total Amount
1	Independent Directors				
	Mr. Ajit Thomas	0.26	0.15	Nil	0.41
	Mr. VVR Babu	0.29	0.15	Nil	0.44
	Mr. Ganesh Chella	0.27	0.15	Nil	0.42
	Ms. Malini Thadani	0.22	0.13	NIL	0.35
2	Other Non-Executive Directors				
	Ms. Kanika Krishna	0.23	0.15	Nil	0.38
	Total managerial remuneration	1.27	0.73	Nil	2.00
	Ceiling as per the Companies Act, 2013	Being 1% of the net profits of the Company			

C. Remuneration to Key Managerial Personnel Other Than MD /Manager /WTD

(Rs. in Million)

Sr No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Mr. Niraj Kumar Ganeriwala, CFO	Mr. Muthukrishnan/ Ms. Meera Venkatramanan Company Secretary	
1	Gross salary	7.84	1.30	9.14
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	3.00	-	3.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
5	Commission	-	-	-
	- as % of profit			
	- others, specify			
5	Others, please specify			
6	Total (A)	10.84	-	12.14

VII. Penalties / Punishment/ Compounding of Offences:

There were no penalties, punishment or compounding of offences during year ended March 31, 2021.

For and on behalf of the Board

Place: Chennai

Date: May 26, 2021

Aditya Krishna
Chairman & Managing Director

ANNEXURE -6**REPORT ON CORPORATE GOVERNANCE**

[Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")]

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all its stakeholders.

Corporate Governance is one of the essential pillars for building an efficient and sustainable environment. Good Governance is an inevitable ingredient of a good business.

At Saksoft Limited ("Saksoft"), Corporate Governance is more than just a principle and demonstrated in an effective manner. This is ensured and reinforced at all levels and every stage of the business by articulating the Corporate Governance principles through various policies, codes and guidelines implemented by Saksoft in India and additionally across the globe in all its group companies for its Directors and the Senior Management Personnel.

The Company believes in its core values of Innovation, Customer Focus, Openness, Respect and Entrepreneurship (iCORE) to conduct a fair and transparent business. Efficient and effective Corporate Governance involves a clear understanding and performance of the respective roles and responsibilities of the Members of the Board and the Key Personnel in the Organisation thereby ensuring delivery of fair output.

The significance of good Corporate Governance practices has been emphasized to the employees of Saksoft. Saksoft has succeeded in achieving excellent results through meticulous and robust Corporate Governance practices by having various policies in place to strengthen the system.

Effective Corporate Governance structure can be built with simple and transparent processes driven by business needs of all stakeholders. Legal compliance, Integrity, transparency, fairness, relationship with stakeholders with a responsible leadership forms the base of a good Corporate Governance.

Saksoft is consistently working on improving the sustainable value through its systemic process of Corporate governance to meet the stakeholders' aspirations and retain their trust. Our Corporate Governance ultimately paves way to our Corporate Excellence.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS

The Board of Directors along with its Committees provide leadership and guidance to the Company's management and directs, supervises and controls the performance of the Company.

As on March 31, 2021, the Board comprised of six Directors, out of which four Independent Directors comprise of more than half of the total strength of the Board. The Independent Director Include a Women Independent Director as stipulated under the regulations.

The Chairman of the Board is an Executive and Promoter Director. The Board also comprises of a Non-Executive Non Independent Woman Director.

Profile of the Directors of the Company is available at <https://www.saksoft.com/board-of-directors>

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

None of the Directors are a Member of more than ten Committees and Chairman of more than five Committees across all the companies in which they are Directors.

None of the Directors on the Board:

- Hold Directorships in more than ten public Companies;
- Serves as a Director or as Independent Director in more than seven listed entities;
- Who are the Executive Director serves as Independent Director in more than three Companies

All the Directors have made necessary disclosures regarding their positions in Committees held by them in other Public companies as on March 31, 2021.

The required information as enumerated in Schedule II, Part A of Listing Regulations is made available to the Board of Directors for discussions and consideration at Board Meetings.

The Board reviews the report made by the Company Secretary regarding compliance with all applicable laws on a quarterly basis and steps taken to remediate instances of non-compliance, if any.

The Chairman & Managing Director and the Chief Financial Officer have furnished the Compliance Certificate to the Board in accordance with Schedule II - Part B of Listing Regulations for the Financial Year ended March 31, 2021.

The Board of Directors review at regular intervals with respect to the plans for orderly succession for appointment to the Board of Directors and Senior Management.

(a) Composition and category of Directors

Name of the Directors	Designation	Category
Aditya Krishna	Chairman & Managing Director	Executive and Promoter
Ajit Thomas	Director	Independent Non-Executive
VVR Babu	Director	Independent Non-Executive
Ganesh Chella	Director	Independent Non-Executive
Malini Thadani	Director	Independent Non-Executive
Kanika Krishna	Director	Non-Executive Non Independent

(b) The attendance of each Director at Board Meetings and last Annual General Meeting

Name of the Directors	Particulars of Attendance in	
	Board Meetings	Last AGM
Aditya Krishna	4/4	Yes
Ajit Thomas	4/4	Yes
VVR Babu	4/4	Yes
Ganesh Chella	4/4	Yes
Malini Thadani*	4/4	Yes
Kanika Krishna	4/4	Yes

*Ms. Malini Thadani was appointed as an Independent Director on the Board effective May 27, 2020.

(c) Number of other Chairmanships / Memberships of the Board / Committees of each Director in various Companies are as under.

Name of Director	Number of Directorships in other Indian Public Companies		Number of Committee positions held in other Indian Public Companies		Directorship in other listed entity (Category of Directorship)
	Chairman	Member	Chairman	Member	
	Aditya Krishna	Nil	2	1	
Ajit Thomas	6	8	7	10	2
VVR Babu	Nil	Nil	Nil	Nil	Nil
Ganesh Chella	Nil	Nil	Nil	Nil	Nil
Malini Thadani	Nil	Nil	Nil	Nil	Nil
Kanika Krishna	Nil	Nil	Nil	Nil	Nil

(d) Board Meetings

The Board meets at least once in a quarter and the interval between two meetings is not more than 120 days. The meetings of the Board deliberate among other things, key issues like periodic operating and financial results, capital/operating budgets, findings/comments of the Statutory and Internal Auditors, risk management, internal controls, issue of capital and other resource mobilisation efforts. The Board also deliberates on the Company's strategy for medium and long term growth.

The annual calendar of Board Meetings is agreed upon at the beginning of the year to ensure that there is maximum attendance and participation in the Board Meetings. The Company conducts Board meetings in compliance with the requirements of the Companies Act, 2013 and SEBI Listing Regulations. During the Financial Year 2020-21, the Board met 4 times on May 27, 2020, August 10, 2020, November 06, 2020 and February 04, 2021.

(e) Relationships between Directors inter-se

Ms. Kanika Krishna, Non-Executive Director is the daughter of Mr. Aditya Krishna, Chairman and Managing Director of the Company.

(f) Number of Shares and Convertible instruments held by Non-Executive Directors

None of the Non Executive Directors of the Company are holding shares of the Company as at March 31, 2021.

	Aditya Krishna	Ajit Thomas	VVR Babu	Ganesh Chella	Malini Thadani	Kanika Krishna
Financial	✓	✓	✓	✓	✓	✓
Global Business	✓	✓	✓	✓	✓	✓
Board Service & Governance	✓	✓	✓	✓	✓	✓
Mergers & Acquisition	✓	✓	✓	✓	✓	✓

3. COMMITTEES OF THE BOARD

(i) AUDIT COMMITTEE

(a) Terms of Reference:

The terms of reference stipulated by the Board to the Audit Committee cover the matters specified under Regulation 18 read with Part C-Schedule II of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013 and its relevant rules notified thereunder.

(g) Independent Directors

All the Independent Directors have confirmed that they meet the 'Independence' criteria as required under Section 149(7) of the Companies Act, 2013. Independent Directors of the Company have met all the obligations as prescribed under Regulation 25 of SEBI Listing Regulations.

None of the Independent Directors are serving as Independent Director in more than seven listed entities. During the year, the Independent Directors had a separate meeting on February 04, 2021. All the Independent directors were present in that meeting.

The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company and the web-link of the same is given under point 15 of this Report.

The Company has formulated a policy to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes. The details of such familiarization programmes are disclosed on the website of the Company and web-link of the same is given under point 15 of this Report.

The performance evaluation of Independent Directors was carried out by the Board of Directors.

The Board has identified the following core skills / expertise / competencies in the current context of the business and sectors for the effective functioning of the Company, which are currently available with the Board:

(b) Composition of Audit Committee:

The Audit committee of the Company consists only of the Independent Directors. The Composition of the Committee and the qualification prescribed for the Members are in compliance with the requirements of Regulation 18 of SEBI Listing Regulations and Section 177 of the Companies Act, 2013 and its relevant rules notified thereunder. All the Members of the Committee are financially literate and have sufficient accounting and financial management expertise.

(c) Details of Meetings and attendance of Members during the year:

During the year 2020 - 2021, the Audit Committee met four times on May 27, 2020, August 10, 2020, November 06, 2020 and February 04, 2021.

The Committee was reconstituted on February 04, 2021 with induction of Ms. Malini Thadani as the member with effect from November 06, 2020.

The attendance details are as follows:

Name of the Member	Designation	No. of Meetings Attended
Ajit Thomas	Chairman	4/4
VVR Babu	Member	4/4
Ganesh Chella	Member	4/4
Malini Thadani	Member	1/4

The Company Secretary acts as the Secretary to the Committee. The Chairman of the Audit Committee is an Independent Director and was present at the Annual General Meeting held on August 10, 2020.

All the recommendations of Audit Committee were accepted by the Board of Directors.

(ii) NOMINATION AND REMUNERATION COMMITTEE

(a) Terms of reference:

The terms of reference stipulated by the Board to the Nomination and Remuneration Committee cover the matters specified under Part D of the Schedule II of SEBI Listing Regulations and Section 178 of the Companies Act, 2013 and its relevant rules notified thereunder which inter-alia includes the following:

- Recommendation to the Board of Directors in relation to the remuneration payable to the Managing Director as and when it come up for review;
- Administering the Employees Stock Option plans of Saksoft Limited; and
- Formulation of criteria for evaluation of performance of Independent Directors and Key Managerial Personnel.

(b) Composition of Committee:

The Constitution of Nomination and Remuneration Committee is in accordance with Regulation 19 of SEBI Listing Regulations. The Committee consists only of Independent Directors.

(c) Meetings of the Committee:

During the year under review, the Committee met two times on May 27, 2020 and February 04, 2021.

The Committee was reconstituted on February 04, 2021 with induction of Ms. Malini Thadani as the Member

The details of the members of the Nomination and Remuneration Committee and their attendance record are as follows:

Name of the Member	Designation	No. of Meetings attended
VVR Babu	Chairman	2/2
Ajit Thomas	Member	2/2
Ganesh Chella	Member	2/2
Malini Thadani	Member	1/2

The Chairman of the Nomination and Remuneration Committee was present at the Annual General Meeting held on August 10, 2020.

(d) Performance Evaluation Criteria for Independent Directors:

The performance evaluation criteria for Independent Directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

(e) Remuneration Policy:

Remuneration policy of the Company is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. Our business model promotes customer centricity and requires employee mobility to address project needs. Annual increments are

recommended by the Nomination and Remuneration Committee within the salary scale approved by the Board and Members.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, decides the Commission payable to the Non-Executive Directors out of the profits for the Financial Year and within the ceilings prescribed under the Act, based on the Board Evaluation process considering the criteria such as the performance of the Company as well as that of the Managing Director and each Executive Director.

(f) All pecuniary relationships or transactions of the Non-Executive Directors vis-à-vis the listed entity:

Apart from the below mentioned Sitting fees and Commission, in (h) there was no pecuniary relationship or transactions with the Non-Executive Directors during the Financial Year 2020-2021.

(g) Criteria of making payments to Non-Executive Directors:

This is provided in the Nomination and Remuneration Policy provided as Annexure 3 to the Director's Report

(h) Disclosures with respect to remuneration:

Executive Director:

Name	Fixed Component	Performance linked incentives	(Rs. in Million)
			Total
Aditya Krishna, Chairman & Managing Director	Salary	Commission/Bonuses, stock options, pension	6.03

Non-Executive Directors:

The Company pays Sitting Fees of (a) Rs. 50,000/- per meeting to its Non-executive and Independent Directors for attending meetings of the Board and (b) Rs. 10,000/- per meeting to its Non-Executive and Independent Directors for attending meetings of Committees of the Board.

The Company has obtained approval from its Shareholders at the 16th Annual General Meeting of the Company towards payment of commission of 1% of the Net Profits of the Company commencing from April 01, 2015. The said Commission will be decided each year by the Board of Directors and distributed amongst the Non-Executive and Independent Directors based on the period of their association with the Company during the year.

The summary of Sitting Fees and Commission payable for the year ended March 31, 2021 to the Directors are as follows:

Sr. No	Name of the Director	Sitting Fees (Board Meetings)	Sitting Fees (Committee Meetings)	Managerial Commission	Total
1.	Ajit Thomas	0.20	0.06	0.15	0.41
2.	VVR Babu	0.20	0.09	0.15	0.44
3.	Kanika Krishna	0.20	0.03	0.15	0.38
4.	Ganesh Chella	0.20	0.07	0.15	0.42
5.	Malini Thadani	0.20	0.02	0.13	0.35

All the Directors are appointed through Shareholders' resolutions. There were no service contracts, notice period and severance fees applicable.

The Company has not issued any stock options to any of the Directors. None of the Directors receives any remuneration or commission from the Subsidiary Companies.

A brief profile and other particulars of the Director seeking re-appointment is given in the Notice convening the 22nd Annual General Meeting of the Company which forms part of this Annual Report.

(iii) CSR COMMITTEE

The Committee consists of :

Mr. Aditya Krishna, Chairman & Managing Director

Mr. VVR Babu, Independent Director

Ms. Kanika Krishna, Non-Executive Director

The Committee's responsibilities are as stipulated under Section 135 of the Companies Act, inter-alia that includes formulating the CSR policy in compliance to Section 135 of the Companies Act 2013 and identifying activities to be undertaken as per Schedule VII of the Companies Act 2013.

CSR Committee met two times on May 27, 2020 and February 04, 2021.

The Committee has recommended to the Board of Directors to contribute not less than 2% of the average net profit of the last three financial years toward CSR fund for the Financial Year 2020 – 21 to aid NGO's undertaking projects in the field of "Promoting education including special education and employment enhancing vocational skills especially among children women, elderly, and the differently abled and livelihood enhancing projects and supporting the upliftment of women in their livelihood.

The details of the Members of the CSR Committee and their attendance record are as follows:

Name of the Member	Position held	No. of meetings attendance
Aditya Krishna	Chairman	2/2
Kanika Krishna	Member	2/2
VVR Babu	Member	2/2

The report on CSR activities is annexed to and forms part of the Directors Report as Annexure 1.

(iv) STAKEHOLDER'S RELATIONSHIP COMMITTEE

Name of the Chairperson of the Committee – Mr. VVR Babu

Name and designation of Compliance Officer – Ms. Meera Venkatramanan

Number of shareholders' complaints received - There were no investor complaints received through SCORES portal for the year ended March 31, 2021.

The Constitution of Stakeholders' Relationship Committee of the Company is in accordance with Regulation 20 of SEBI Listing Regulations.

The Committee consists of one Non Executive Non Independent Director and two Independent Directors.

The Company Secretary acts as the Secretary to the Committee.

The role of the Committee is as specified in Part D of the Schedule II of SEBI Listing Regulations which inter-alia includes redressing Stakeholders' grievances like share transfers, non-receipt of Annual Report and non-receipt of dividend.

During the year, the Committee met once on May 27, 2020. The Members of the Stakeholders Relationship Committee and attendance record are as follows:

Name of the Member	Position held	No. of meetings attendance
VVR Babu	Chairman	1/1
Kanika Krishna	Member	1/1
Ganesh Chella	Member	1/1

4. GENERAL BODY MEETINGS

(a) Location and Time, where last three Annual General Meetings were held:

Year	Location	Date	Time
2017-18	P. Obul Reddy Hall, Vani Mahal, 103, G.N.Chetty Road, T. Nagar, Chennai - 600017.	10.08.2018	10.30 AM
2018-19	P. Obul Reddy Hall, Vani Mahal, 103, G.N.Chetty Road, T. Nagar, Chennai - 600017.	12.08.2019	10.30 AM
2019-20	Annual General Meeting through Video Conferencing or other Audio Visual Means (Virtual AGM)	10.08.2020	10.30AM

(b) Special Resolutions passed during the last three Annual General Meetings

Financial Year	General Meeting	No. of Special Resolutions
2017 - 18	19th Annual General Meeting	NIL
2018 - 19	20th Annual General Meeting	4
2019 - 20	21st Annual General Meeting	1

(c) Special Resolutions passed through Postal Ballot during the Financial Year 2020 - 2021: NIL

(d) Person who conducted the postal ballot exercise: Not applicable

(e) Special resolution to be conducted by way of postal ballot:

The Company does not envisage any Special Resolution to be conducted by way of postal ballot. However, this is subject to any other contingencies or event that may happen in near future.

(f) Procedure for postal ballot:

The Company follows the procedure laid down in Companies Act, 2013 and rules and SEBI Listing Regulations in respect of the Postal ballot by providing both postal ballot forms and e-voting option to the Shareholders.

8. MEANS OF COMMUNICATION

An essential part of a good Corporate Governance is timely and effective communication.

The Stakeholders are updated consistently with the financial results, press releases, presentations to the Institutional Investors and other specific communications as required.

Given are the details of vital importance that are communicated to the Stakeholders.

(a) Quarterly Results:

The Company has the ultimate responsibility of keeping the investors informed of the financial performance of the Company. The quarterly results of the Company are approved and adopted by the Board within 45 (forty-five) days of the end of the quarter and the last quarter results are approved and adopted by the Board within 60 (Sixty) days from the closure of the last quarter. The results are disseminated immediately to the Stock Exchanges where the Company's shares are listed and on the website of the Company.

(b) Newspapers wherein results are generally published:

The Consolidated quarterly / annual financial results are published within 48 hours in the leading newspapers Viz., Business Standard, Financial Express, Trinity Mirror (English) and Makkal Kural (Tamil) with a note that the standalone quarterly/ annual financial results are posted on the Company's website for ease of reference to the stakeholders.

(c) Any website, where displayed:

Standalone and Consolidated Financial results for all quarters are displayed on the website of the Company viz., www.saksoft.com under a dedicated section for Investors and also in NSE- www.nseindia.com and BSE - www.bseindia.com.

(d) Whether it also displays official news releases:

The official news releases are displayed on the website of the Company. Web-link is given under Point 15 of this report.

(e) Presentations made to Institutional Investors or to the Analysts:

Pursuant to Regulation 30(6) of SEBI Listing Regulations, the details of schedule of Analyst/Institutional Investor meeting with the Company is communicated to the Stock exchanges and gist of discussions or presentations made are also placed on the website of the Company as a matter of compliance and convenience to the stakeholders.

Web link of the same is given under Point 15 of this Report.

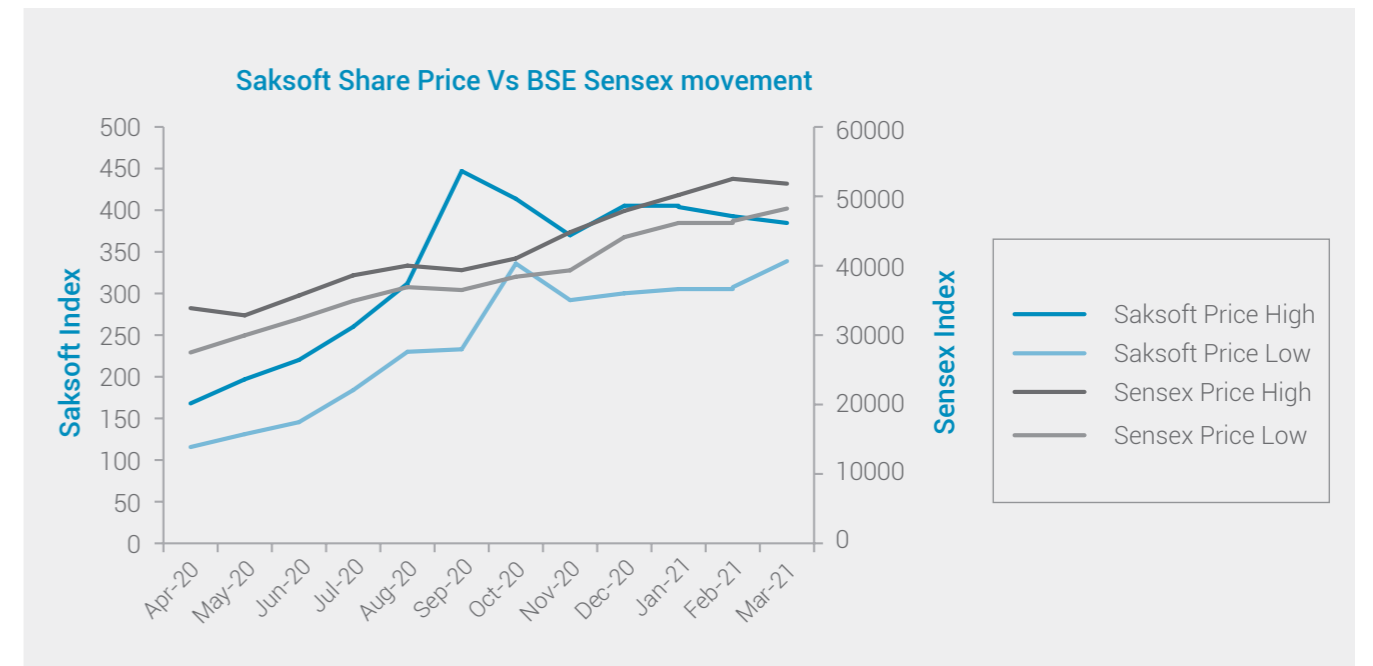
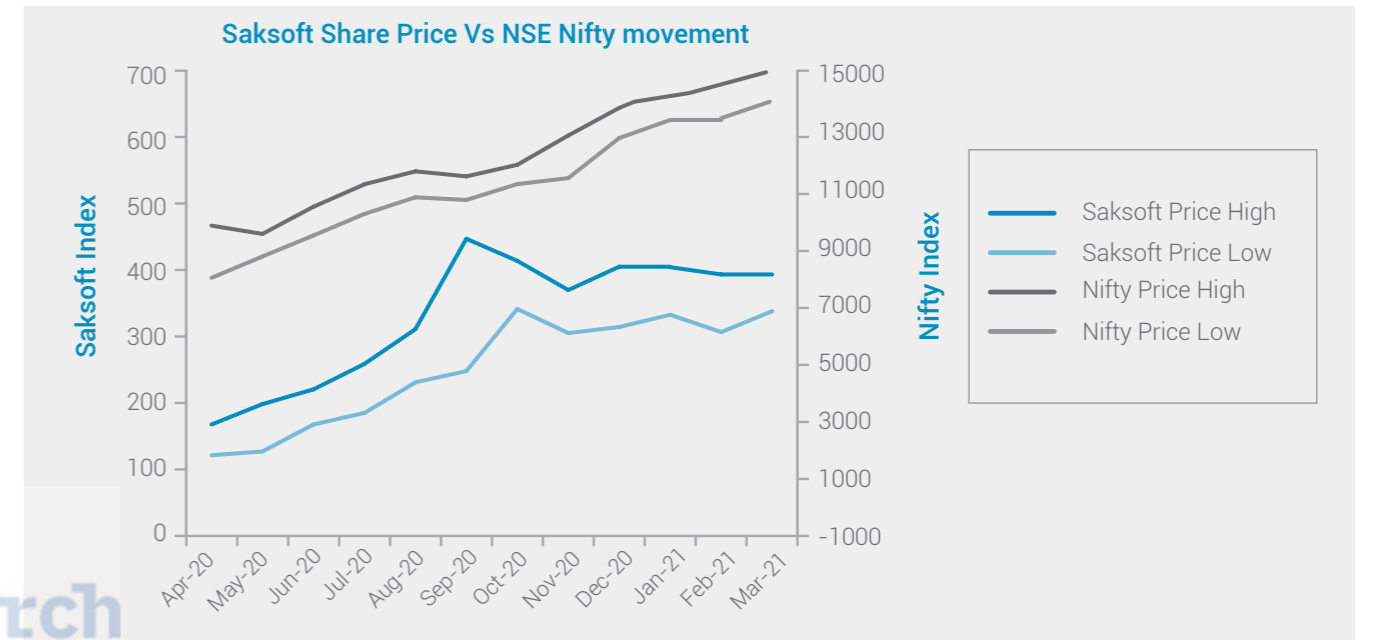
9. GENERAL SHAREHOLDER INFORMATION

Particulars	Details
(a) Annual General Meeting	Date: August 10, 2021 Time: 10.30 A.M Venue : Annual General Meeting through other Audio Visual Means
(b) Financial Year	The Financial Year of the Company is April 01 to March 31 Tentative details of the financial calendar for the year are as under Periodical results Results for I Quarter ending June 30, 2021 Results for II Quarter ending September 30, 2021 Results for III Quarter ending December 31, 2021 Results for the year ending March 31, 2022 Book Closure Date
(c) Name and address of the each Stock Exchange(s) at which the listed entities securities are listed and confirmation payment of annual listing fee to each of Stock Exchange(s)	The Equity shares of the Company are listed at: National Stock Exchange of India Limited, Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 and Shares are permitted to be traded under the permitted trading category in: BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001. The annual listing fee as prescribed by the NSE has been paid within the prescribed time limit and listing fee is not applicable in BSE Ltd, as the Company is under permitted trading category in BSE Limited.
d) Stock Code	NSE Stock code : SAKSOFT EQ BSE (under permitted trading category) - Stock code : 590051 DEMAT ISIN Number in NSDL and CDSL for Equity Shares. ISIN : INE667G01015

(e) Market Price data high, low during each month in the last financial year:

Name Month	National Stock Exchange		NIFTY		Bombay Stock Exchange		SENSEX	
	Saksoft Price High	Saksoft Price Low	Nifty Price High	Nifty Price Low	Saksoft Price High	Saksoft Price Low	Sensex Price High	Sensex Price Low
April 2020	167.70	121.30	9889.05	8055.80	168.00	115.60	33887.25	27500.79
May 2020	198.40	127.10	9598.85	8806.75	196.95	131.10	32845.48	29968.45
June 2020	220.50	167.55	10553.15	9544.35	220.20	145.50	35706.55	32348.10
July 2020	258.80	185.00	11341.40	10299.60	260.00	184.00	38617.03	34927.20
August 2020	311.00	231.00	11794.25	10882.25	312.00	230.00	40010.17	36911.23
September 2020	447.00	247.95	11618.10	10790.20	447.00	233.00	39359.51	36495.98
October 2020	413.80	341.30	12025.45	11347.05	413.70	335.95	41048.05	38410.20
November 2020	369.90	305.10	13055.15	11557.40	369.85	292.00	44825.37	39334.92
December 2020	405.00	314.25	14024.85	12962.80	405.35	300.20	47896.97	44118.10
January 2021	404.25	332.60	14753.55	13596.75	403.80	305.30	50184.01	46160.46
February 2021	393.35	306.60	15431.75	13661.75	392.75	307.55	52516.76	46433.65
March 2021	392.50	338.00	15336.30	14264.40	384.65	338.80	51821.84	48236.35

(f) Performance in comparison to broad-based indices such as NIFTY IT and BSE Sensex;



(g) In case the Securities are suspended from trading, the Director's report shall explain the reason thereof: Not applicable.

(h) Registrar and Transfer Agents (RTA)

Cameo Corporate Services Limited
Subramanian Building, No.1, Club House Road, Chennai - 600 002.
Tel: +91-44--28460390, Fax: +91 - 44 - 2846 0129
Email: investor@cameoindia.com; Web-site: www.cameoindia.com

(i) Share Transfer System:

The Company's shares are traded in the Stock Exchange(s) compulsorily in DEMAT mode. Pursuant to the directives issued by the Securities and Exchange Board of India, the share transfers, both physical and demat are handled by our share transfer agents, M/s Cameo Corporate Services Limited, Chennai. Shares in physical mode which are lodged for transfer either with the Company or with the share transfer agents are processed subject to the exercise of option under compulsory transfer cum demat procedure.

(j) Distribution of shareholding as on March 31, 2021:

Shareholding (Rs.)	Shareholders		Shares Amount	
	Number	%	Rs.	%
Upto 10 - 5000	10001	94.9401	6909110	6.5863
5001 - 10000	275	2.6105	2168100	2.0668
10001 - 20000	124	1.1771	1825260	1.7400
20001 - 30000	41	0.3892	1063690	1.0140
30001 - 40000	26	0.2468	915840	0.8730
40001 - 50000	15	0.1423	718120	0.6845
50001 - 100000	27	0.2563	1870840	1.7834
100001 and above	25	0.2373	89429040	85.2517
Total	10534	100	104900000	100

(k) Dematerialisation of Shares and Liquidity

As at March 31, 2021, 99.91% of equity shares have been dematerialized. These shares are traded in the National Stock Exchange of India Limited and BSE Limited under permitted trading category.

(l) **Outstanding Global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:** Not applicable.

(m) Commodity Price risk or foreign exchange risk and hedging activities:

Eligible limit under past performance	Aggregate amount of contracts booked with all the Ads from April 2020 - March 2021	Amount of contracts cancelled with all Ads from April 2020 - March 2021	(Amount in millions)		
			Amount utilized (by delivery of documents) from April 2020 - March 2021	Amount of contracts o/s with all Ads as on March 31, 2021	Available limits under past performance as on March 31, 2021
Export	USD - 0.55 GBP - 1.05 EURO - 1.60	NIL	USD - 0.80 GBP - 0.64 EURO - 1.20	USD 0.55 GBP 0.48 EURO 0.40	USD 4 plus
Import	NIL	NIL	NIL	NIL	NIL

(n) Office Locations / Delivery Centres:

Saksoft Limited	Saksoft Inc.,	Saksoft Pte Limited
Reg off: Global Infocity Park, Block A, 2nd Floor, No. 40, Dr. MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096. Ph: 044- 2454 3500 Fax: +91-44- 2454 3510 Development Centre: B 35 - 36, Sector 80, Phase II (Near Moserbaer) Noida - 201305. Phone : + 91 120 428 6231 33 Pune :- 503, 5th Floor, Pride Purple Accord, Baner Road, Pune - 411045 Maharashtra. Phone: +91 20 2729 3402 Mumbai:- Emgeen Chambers, 10, CST Road, Opp Mumbai University Campus, Kalina, Santacruz, Mumbai 400055. Phone: 022 4924 4642	Suite 1240, 30 Montgomery Street, Jersey City, New Jersey - 07302. P: +1 201 451 4609/4612 F: +1 212 504 8026 10 S Riverside Plaza Suite 1800 Chicago, IL 60606 Phone : +1 312 474-6155	10 Jalan Besar #10-12 Sim Lim Tower Singapore - 208787 P: +65 6224 2550 F: +65 6224 2783
Saksoft Solutions Limited (Previously known as Saksoft Investments Pvt Ltd) Applicon House, Exchange Street, Stockport, SK3 0EY United Kingdom Phone : +44 (0) 1612414321 Acuma Solutions Limited Suite 203, 32, Threadneedle Street, London EC2R 8AY United Kingdom Phone : +44 (0) 203 889 4301	Nanda Infotech Services Inc, dba Electronic Data Professionals Inc., 3070, Bristol Pike, BLDG 2 Suite 107, Bensalem, PA 19020 Phone: +1 215-639-0304 Fax: +1 866-876-9151	Threesixty Logica Testing Services Private Limited Global Infocity Park, Block A, 2nd Floor, No. 40, Dr.MGR Salai, Kandanchavadi, Perungudi, Chennai - 600 096. Ph : 044 - 2454 3500 Corp off: B 35 - 36 Sector 80, Phase II (Near Moserbaer) Noida, UP 201305 India Phone: +91-0120-4878300

DreamOrbit Softech Private Limited Ascend-19, 2nd Floor, 1st Cross, 17th C Main, 5th Block, Koramangala, Bangalore – 560 095 Phone: 91-80-40989881	DreamOrbit, Inc., 2711, Centerville Road, Suite 400, Wilmington, Delaware -19808 Phone : +1 302-907-9068	Faichi Solutions Inc 800 W. El Camino Real, Suite 180, Mountain View, CA 94040
Three Sixty Logica Testing Services Pte Ltd. 10 Jalan Besar, #10 – 10, Sim Lim Tower, Singapore – 208 787. Phone: +65 9224 2211	Saksoft Ireland Limited JPA Brenson Lawlor House, Aryle Square, Morehampton Road, Donnybrook, Dublin 4 Phone: +353 (01) 6689760	

(o) Address for Correspondence:

Saksoft Limited
Global Infocity Park, Block A, 2nd Floor,
No. 40, Dr. MGR Salai,
Kandanchavadi,
Perungudi,
Chennai - 600 096.
Ph: +91-44-2454 3500, Fax: +91-44-2454 3510

(p) Credit Ratings

During the financial year 2020 - 2021, the Company had received a rating reaffirmation from CARE A- Outlook to CARE A - STABLE from CARE Rating Agency, for its long term banking facilities to a tune of Rs 15.88 crores

10. OTHER DISCLOSURES:

(i) Disclosure on material significant related party transactions that may have potential conflict with the interests of listed entity at large:

There were no material significant related party transactions during the financial year 2020-2021 without the consent of the Shareholders.

Related Party Transactions

The Company in compliance with Regulation 23 of SEBI Listing Regulations has formulated a policy on materiality of related party transactions and on dealing with related party transactions. All related party transactions were placed before the Audit Committee for its prior approval.

Audit Committee considers the criteria such as ordinary

course of business and arms' length pricing before granting the omnibus approval in respect of transactions, which are repetitive in nature. The Audit Committee reviews on a quarterly basis, the details of related party transactions entered by the Company pursuant to the omnibus approval given.

(ii) Details of non-compliance by the listed entity, penalties, and strictures imposed on the listed entity by stock exchange(s) or the Board or any statutory authority, on any matter related to capital markets, during the last three years:

There have been no instances of non-compliances by the Company. There are no penalties, strictures imposed by the Stock Exchanges or SEBI or any other statutory authority on any matter related to the Capital Markets during the last three years on the Company.

(iii) Details of establishment of vigil mechanism, whistle blower policy and affirmations that no personnel has been denied access to the Audit Committee:

The Company has established the Whistle Blower policy and the Company affirms that there are no personnel who were denied access to the Audit committee.

Web link of the whistle blower policy is given under Point 15 of this report.

(iv) Details of compliance with mandatory requirements

The Company has always relied on the highest level of ethical standards in all its business transactions by promoting its value systems. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Listing Obligations and Disclosure Requirements)

(Amendment) Regulations, 2018 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 mandate the formulation of certain policies for all listed Companies.

(v) Details of Corporate Governance Policies

The Corporate Governance policies are available on the Company's website at <https://www.saksoft.com/investor-relations/code-conduct-policies/>. The policies are reviewed periodically by the Board and updated on need basis without delays.

(vi) Weblink where policy for determining material subsidiaries is disclosed:

The Company had identified unlisted material Subsidiaries of the Company, incorporated in India and outside India. The Company has formulated a policy for determining material subsidiary and the web link of the same is given under Point 15 of this report.

The Minutes of the meetings of the Board of Directors of the unlisted subsidiaries were placed at the Meeting of the Board of Directors of the Company. During the Financial Year 2020-2021, there were no significant transactions and arrangements entered into by the unlisted subsidiaries.

Web link where policy on dealing with related party transactions is disclosed: Given under Point 15 of this report.

(vii) Disclosure for commodity price risks and commodity hedging activities:

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is not required to be furnished.

(viii) Details of utilisation of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) of (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Not Applicable

(ix) Directors disqualification

The Company has obtained a certificate from Mr. V Suresh, Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

(x) Whether the Board had not accepted any recommendations of any committee of the Board which is mandatorily required, in the relevant financial year, the same has to be disclosed along with reasons thereof - Not Applicable

Total fees of Rs 1.75 Million for all services paid by the listed entity and its subsidiaries, on a consolidated basis to the statutory auditor and all entities in the network firm/ network entity of which the statutory auditor is a part.

(xi) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

- a) Number of complaints received during the financial year : Nil
- b) Number of complaints disposed of during the financial year : Nil
- c) Number of complaints pending as on end of financial year: Nil

(xii) Risk Management

The Management of the Company presents before the Board at regular intervals about risk assessment and minimization procedures.

The Board of Directors from time to time discuss on the risk management plan and its implementation.

As per the recent amendments of Regulation 21 of SEBI Listing Regulations, the Company is required to constitute a Risk Management Committee since it is in top 1000 Listed Entities as per market capitalization data provided by NSE as on December 31, 2020.

The Board of the Company at its Meeting held on May 26, 2021 has approved the constitution of Risk Management Committee.

11. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT AS MENTIONED IN POINT 10(ii) ABOVE:

The Company has complied with the applicable mandatory requirements of SEBI Listing Regulations and there have been no instances of non-compliances by the Company as stated in point no 10 (ii) of this Report.

12. DISCLOSURE REGARDING NON MANDATORY REQUIREMENTS.

- (i) The auditors' report on financial statements of the Company are unqualified.
- (ii) Internal auditors of the Company make quarterly presentations to the Audit Committee on their Reports.

13. DISCLOSURE OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSE (b) to (i) of SUB REGULATION (2) OF REGULATION 46 OF SEBI LISTING REGULATIONS.

- (i) Disclosures have been done under relevant headings in this Report.
- (ii) Secretarial Audit Report

The Company has undertaken Secretarial Audit for the Financial Year 2020 - 2021 which, inter alia, includes audit of compliance with the Companies Act, 2013, and the Rules made under the Act, Listing Regulations and applicable Regulations prescribed by the Securities and Exchange Board of India and Foreign Exchange Management Act, 1999 and Secretarial Standards issued by the Institute of the Company Secretaries of India. The Secretarial Audit Report forms part of this Annual Report.

- (iii) Annual Secretarial Compliance Report

The Company has undertaken an audit for the Financial Year 2020-2021 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder.

The Company has appointed M/s. Lakshmmi Subramanian & Associates, a firm of Company Secretaries as the Auditor for the audit of the practices and procedures followed by the Company under the SEBI Listing Regulations.

The Annual Secretarial Compliance Report shall be submitted to the stock exchanges within 60 days of the end of the financial year.

- (iii) Declaration by the CEO

Declaration signed by the Managing Director stating that the members of Board of Directors and Senior Management Personnel have affirmed Compliance with

the Code of Conduct of Board of Directors and Senior Management forms part of this Report,

- (iv) Compliance Report by the Statutory Auditors

The Company has received the Corporate Governance Audit Report from the Statutory Auditors for the Financial Year 2020-21.

14. DISCLOSURES RELATING TO SHARES LYING IN THE DEMAT ACCOUNT:

The Company does not have any shares in the demat suspense account or unclaimed suspense account.

Unclaimed/ Unpaid Dividend Fund:

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), dividend, if not claimed 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").

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

Details of unclaimed dividends and shareholders whose shares are liable to be transferred to the IEPF Authority, are uploaded on the Company's website <https://www.saksoft.com/investor/company-announcements/unclaimed-dividends>

The members who have a claim on above dividends and shares may claim the same from IEPF Authority by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov in and sending a physical copy of the same, duly signed to the Company, along with requisite documents enumerated in the Form No. IEPF-5. No claims shall lie against the Company in respect of the dividend/shares so transferred. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

The Company has appointed a Nodal Officer under the provisions of IEPF, the details of which are available on the website of the Company at <https://www.saksoft.com/investor-relations/details-nodal-officer-iepf-rules-2016/>

15. WEBSITE

The Company's hosts its corporate website in compliance with Regulation 46 of SEBI Listing Regulations, providing comprehensive information on the business.

The Company follows the principle of transparent communication to the investors through its website which includes a detailed business portfolio having diversified

business verticals, Director's Profile, News Room where the key updates are posted and also other necessary information to be communicated to the Stakeholders.

An exclusive section on Investors provides the data right from the financial performance of the Company and its subsidiaries to the Key details of the contact persons to solve investor grievances, if any.

The following information is disseminated on the website of the Company in accordance with the SEBI Listing Regulations.

Particulars	Weblink
Terms and conditions of appointment of Independent Directors;	https://www.saksoft.com/investor/corporate-governance/
Composition of various committees of Board of Directors;	
Code of conduct of Board of Directors and Senior Management Personnel;	
Details of establishment of Vigil Mechanism/ Whistle Blower Policy;	
Policy on dealing with related party transactions;	
Policy for determining 'material' subsidiaries;	
Details of familiarisation programmes imparted to Independent Directors;	
The email address for grievance redressal and other relevant details;	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances;	
Financial information and Annual report;	
Shareholding pattern;	
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to Stock Exchange;	
Corporate Social Responsibility Policy;	
Board Diversity Policy;	

The Company ensures that the contents of the website are correct and the updates any changes in the content within 2 working days from the date of such change in content.

DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the Company has adopted a Code of Conduct for its Senior Management employees and the Directors. Code of Conduct is available on the Company's website.

I confirm that the Company has in respect of the year ended March 31, 2021, received from the Members of the Board and Senior Management Personnel of the Company, a declaration of compliance with the Code of Conduct as applicable to them.

Chennai
May 26, 2021

Aditya Krishna
Chairman and Managing Director

ANNEXURE -7

Auditor`s Certificate on Corporate Governance

Date : 26th May 2021

To the Members of
Saksoft Limited,

We have examined the compliance of conditions of Corporate Governance by Saksoft Limited ('the Company') for the year ended March 31, 2021, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Management responsibility

The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the SEBI Listing Regulations.

Auditor's responsibility

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

Place : Chennai
Date : 26th May 2021

We conducted our examination in accordance with the Guidance Note on certification of Corporate Governance issues by the Institute of Chartered Accountants of India (the "ICAI"), the standards on Auditing specified under section 143(10) of the companies Act 2013, and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC 1), Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Regulation.

We further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **R.G.N. Price & Co.,**
Chartered Accountants
FRN No. 002785S

Mahesh Krishnan
Partner
Membership No. 206520
UDIN : 21206520AAAADF2378