

Ref:- ZSL/ AGM/LODR/ 16

Date:- 30.10.2016

To,

Mr. Brijesh Shah,
Relationship Manager,
The BSE Limited,
P.J.Towers, 21, Dalal Street,
Fort, Mumbai -400 001.

Dear Sir,

Sub:- Outcome of the 27th Annual General Meeting of the Company

We would like to inform you that the 27th Annual General Meeting (AGM) of the Company has been duly convened and held on Thursday, 29th day of September, 2016 at the Seminar hall, Science city, JBS Haldane Avenue, Topsia, Kolkata -700 046 at 10.30 A.M.

Pursuant to Regulation 44 of the SEBI (LODR) Regulation, 2015 and pursuant to provision of Sec.108 of the Companies Act, 2013 read with rule 20 of the Companies (Management & Administration) rules, 2014, substituted by the Companies (Management & Administration) rules, 2015, the Company has provided remote e-voting facility, to facilitate all equity shareholder of the Company (As At Cut Off date 23rd September, 2016) to cast their vote electronically on all business proposed in the Notice of 27th AGM. The remote e-voting period commenced on 26.09.2016 (9.30 A.M) and ended on 28.09.2016 (5.00 P.M). Additionally to facilitate voting by the Shareholders who had not voted using remote e-voting facility, a poll was conducted at the 27th AGM.

Mr. Mohit Surtani (C.P. No.14297), Company Secretary in whole-time Practitioner as the Scrutinizer for conducting the remote e-voting process and voting at the AGM through Poll, in a fair and transparent manner.

The following resolution have been passed with requisite majority, based on Scrutinizer's Consolidated Report dated 30.09.2016, combining the result of remote e-voting and voting by poll at the venue of the 27th AGM.

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2016 including the Balance sheet as at 31st March, 2016, the Statements of Profit and Loss and the Cash Flow Statement for the financial Year ended on that date and the Reports of the Board of Directors and the Auditors thereon.
2. Re-appointment of Shri Pramod Kumar Singhi (Holding DIN 00742219) who retire by rotation and being eligible, offers himself for re-appointment.

3. Appointment of **M/s. Debashish Banerjee & Associates, (FRN.327146E)** Statutory Auditors of the Company and to fix their remuneration.
4. Appointment of Shri Pramod Kumar singhi (Holding DIN 00742219), Whole-time Director of the Company for a period of 5 years w.e.f 03.09.2015 to 02.09.2020.

The Copy of the Consolidated Scrutineer's Report dated 30.09.2016 on e-voting as well as Poll at the venue of the 27th AGM is enclosed herewith for your informations and records.

A copy of the proceedings of the 27th AGM in terms of SEBI (LODR), 2015 shall be sent to the Exchanges in due course.

This is for your informations and records.

Yours faithfully,

For Zigma Software Limited



Compliance Officer

Encl: as above

Cc to: National Securities Depository Limited

Trade world, 4th Flr, Kamala Mills Compound,
Mumbai -400 001.

Senapati Bapat Marg, Lower Parel,

Cc to: The secretary,

The Calcutta Stock Exchange Limited,
7, Lyons Range, Kolkata -700 001

Cc to: The Manager,

MCS Share Transfer Agents Limited
12/1/5, Manohar Pukur Road,
Ground Flr, Kolkata -700 026.

MSURTANI & CO
Practicing Company Secretary
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Mob: +91 9883368971

FORM NO. MGT.13

Report of Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 27th Annual General Meeting General Meeting of the Equity Shareholders of Zigma Software Limited held on Thursday, the 29th Day of September, 2016 at Science City, Seminar Hall, Topsia, Kolkata - 700 046.

Dear Sir,

I, **Mohit Surtani, A Company Secretary in whole-time Practice**, have been appointed as Scrutinizer by the Board of Directors of **M/s. Zigma Software Limited** for the purpose of scrutinizing the e-voting process (remote e-voting) under the provisions of Section 103 of the Companies Act, 2013 (The 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

2. The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and Ballot Form and for the resolutions proposed in the Notice of 27th Annual General Meeting of the Equity Shareholders of the Company. My responsibility as a Scrutinizer for the process of voting through remote e-voting and Ballot Form at the venue of AGM is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes cast in favour or against on the resolution proposed in the Notice of the 27th AGM of the Company, based on the reports generated from the e-voting system provided e-voting facilities for voting through electronic means and votes casted through ballot forms at the venue of Annual General Meeting in respect of the resolutions considered at the 27th Annual General Meeting of the shareholders of the Company:

A) In terms of the aforesaid Notice and as prescribed in the aforesaid rules, the remote e-voting facility was kept open from **Monday, 26th September, 2016 (9.30 a.m. IST) to Wednesday, 28th September, 2016 (5.00 p.m. IST)** and members were requested to cast their votes electronically convening their or dissent in respect of the resolution on e-voting platform provided by NSDL.

2. The member of the Company as on "cut off" date (record date) i.e. **23rd Day of September, 2016** were entitled to vote on the resolutions. Item No. 1 to 4 as set out in the Notice of 27th Annual General Meeting of the Company.

3. At the end of the voting period on **Wednesday, 28th September, 2016 5.00 p.m. IST**, the voting portal of the service provider was blocked forthwith.

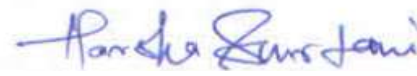
Kolkata Office: 26/1A S.N.Roy Road, Kolkata -700038

MSURTANI & CO
Practicing Company Secretary
email: surtani.sdm@gmail.com
shashank.sdm@gmail.com
Mob: +91 9883368971

4. The votes cast were unblocked on 30th September, 2016 in the presence of two witnesses Mr. Shashank Khettry and Ms. Harsha Surtani who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Mr, Shashank Khettry



Ms. Harsha Surtani

5. Thereafter, the details containing inter alia, list of Members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot forms as received and the report generated from the e-voting website of National Securities Depository Limited (NSDL), and based on such reports.

The brief analysis of the results of the voting through Remote e-voting and Ballot Form are as under:

Item No. 1.

Adoption of the Audited Financial Statements of the Company for the financial year ended 31st March, 2016, including the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

Particulars	No. of Votes Contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	13	2705655	33	3135786	46	5841441	98.73
Dissent	2	75000	0	0	2	75000	1.27
Total	15	2780655	33	3135786	48	5916441	100.00
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

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Item No. 2.

Appointment of a Director in place of Shri. Pramod Kumar Singhi (holding DIN 00742219) who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	No. of Votes Contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	11	2704530	33	3135786	44	5840316	99.98
Dissent	4	1200	0	0	4	1200	0.02
Total	15	2705730	33	3135786	48	5841516	100.00
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No. 3

Appointment of M/s. Debashish Banerjee & Associates, Chartered Accountants, (FRN. 327146E) as Statutory Auditors to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting.

Particulars	No. of Votes Contained in						Percentage (%)
	Remote E-Voting		Ballot Form		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	10	2702580	33	3135786	43	5838366	99.96
Dissent	4	2150	0	0	4	2150	0.04
Total	14	2704730	33	3135786	47	5840516	100.00
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Item No. 4.

Appointment of Shri. Pramod Kumar Singhi (holding DIN 00742219), Whole Time Director of the Company for a period of 5 years w.e.f. 03.09.2015 to 02.09.2020.

Particulars	No. of Votes Contained in						Percentage
	No.	Votes	No.	Votes	No.	Votes	
Assent	8	2702130	33	3135786	41	5837486	
Dissent	7	3600	0	0	7	3600	
Total	15	2705300	33	3135786	48	5841086	
Abstain/Invalid	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Based on the foregoing, the aforesaid resolutions shall be deemed to have been passed with the requisite majority.

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All the relevant records relating to the voting through ballot form and remote e-voting is under my safe custody and will be handed over to the Chairman for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

Thanking you,
Yours faithfully,



Mohit Surtani
Practicing Company Secretary
Membership No. - 38135
Certificate of Practice No. - 14297

Place: Kolkata
Dated: 30.09.2016

Countersigned by:
Zigma Software Limited



Pramod Kumar Singhi
Whole-time Director
DIN 00742219

Kolkata Office: 26/1A S.N.Roy Road, Kolkata -700038