



SASKEN

Sasken Technologies Limited

Registered Office: 139 / 25, Ring Road, Domlur, Bengaluru - 560 071.

Tel: +91 80 6694 3000; Fax: +91 80 2535 1133

E-mail: investor@sasken.com; Website: www.sasken.com;

CIN: L72100KA1989PLC014226

NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting (AGM) of the Company will be held on Wednesday, July 21, 2021 at 10.00 am IST through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 139/25, Ring Road, Domlur, Bengaluru - 560 071.

Ordinary Business

1. Adoption of Financial Statements

To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2021, together with the report of the Auditors thereon.

2. Confirmation and declaration of dividend

To (a) confirm interim dividend of ₹ 10 per equity share declared in October 2020; and (b) declare a final dividend of ₹ 15 per equity share for the financial year 2020-21.

3. Appointment of Director

To appoint a Director in place of Ms. Neeta S. Revankar (DIN: 00145580) who retires by rotation and being eligible, offers herself for re-appointment.

4. Appointment of Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution by approving the appointment of M/s. MSKA & Associates, Chartered Accountants as Statutory Auditors of the Company effective from the conclusion of this AGM for a period of up to 5 years.

RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No.105047W), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of Thirty Eighth Annual General Meeting on such remuneration plus applicable taxes and reimbursement of expenses incurred during the course of audit, as may be mutually agreed between the Board including Audit Committee of the Board and Auditors.

RESOLVED FURTHER THAT M/s. MSKA & Associates will audit the Accounts of the Company including Consolidated Accounts and Cash Flow Statements.

Special Business

5. Re-appointment of Mr. Sunirmal Talukdar as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Mr. Sunirmal Talukdar (DIN: 00920608), who was appointed as an Independent Director at the Twenty Eighth Annual General Meeting of the Company for a term of up to five years and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Shareholder under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of up to five years with effect from July 20, 2021.

NOTICE (Contd.)

6. Appointment of Dr. G. Venkatesh as an Independent Director

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Dr. G. Venkatesh (DIN: 00092085), who is Non-Executive Director of the Company at present and meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Shareholder under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of up to five years commencing with effect from the date of this meeting.

By order of the Board

Bengaluru
April 22, 2021

S. Prasad
Associate Vice President & Company Secretary

Notes

1. In view of the continuing pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated January 13, 2021 read with circular dated May 5, 2020 (collectively referred to as MCA Circulars) permitted holding of the AGM through VC / OAVM, without the physical presence of the shareholders at a common venue. In compliance with the provisions of the Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and MCA Circulars, the AGM of the Company is being held through VC / OAVM mode only and physical participation facility will not be available.
2. Pursuant to the provisions of the Act, a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a shareholder of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization, etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution / authorization shall be sent to the Scrutinizer by email to scrutinizer@sasken.com with a copy marked to evoting@nsdl.co.in.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15, 2021, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company / Depositories. Shareholders may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.sasken.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository limited (NSDL) at www.evoting.nsdl.com.
5. (a) To support the "Green Initiative", shareholders holding shares in physical mode and who have not updated their email address with the Company are requested to update the same by writing to RTA at einward.ris@kfintech.com along with the copy of the signed request letter mentioning the name and address of the shareholder, self-attested copy of the PAN card, and self-attested copy of any one of the following address proof (e.g.: Driving License, Election Identity Card, Passport) of the shareholder.
(b) Shareholders holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participants (DP). In case of any queries / difficulties in registering the e-mail address, shareholders may write to investor@sasken.com.
6. Shareholders seeking any information with regard to the accounts, or any matter covered in the notice are requested to write to the Company on or before Monday, July 12, 2021 through email to investor@sasken.com. The same will be replied by the Company suitably.

NOTICE (Contd.)

7. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the businesses under Item Nos. 3, 4, 5 and 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment and re-appointment at this AGM are also forming part of said Statement.
8. The Register of Members and Share Transfer Books will remain closed on Saturday, July 17, 2021 for determining the list of shareholders eligible for final dividend on equity shares, if declared at the AGM.
9. Dividend as may be declared at the AGM will be disbursed on or before Monday, August 16, 2021.
10. As per Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company or Company's RTA for assistance in this regard.
11. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile number, PAN, mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in dematerialised form and to RTA in case the shares are held in physical form.
12. Shareholders may note that the Income Tax Act, 1961, (the IT Act) as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 1, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. To enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit the documents in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN and linked to their Folio	10% or as notified by the Government of India
Shareholders not having PAN / valid PAN or it is not linked to their Folio	20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during FY 2021-22 does not exceed ₹ 5,000 and in cases where shareholders provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit such other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for shareholders providing Form 15G / 15H or such other document as prescribed under the IT Act and they have to provide estimate of income receivable during the year.

Further for tax exempted entities, TDS will be deducted as per captioned notified rates. They can furnish certificate under Section 197 obtained from Income Tax Department to get the benefit of lower rate of TDS.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax Authorities duly attested by the shareholder.
- Copy of Tax Residency Certificate (TRC) for the FY 2021-22 obtained from the revenue authorities of the country of tax residence, duly attested by the shareholder.
- Self-declaration in Form 10F.
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder.
- Such other document(s) as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the shareholder.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

NOTICE (Contd.)

The aforesaid documents / declarations / forms, etc. to be sent on the following mail ID of our RTA einward.ris@kfintech.com with a copy to us investor@sasken.com.

13. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the shareholders in respect of the shares held by them. Shareholders who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the RTA's website: karisma.kfintech.com/downloads/NOMINATION_FORM.pdf.

Shareholders are requested to submit the said form to their DP in case the shares are held in dematerialised form and to RTA in case the shares are held in physical form.

14. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
15. Shareholders may please note that, dividends if not encashed 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). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Shareholders / Claimants are requested to claim their dividends as declared by the Company, within the stipulated timeline, if not encashed earlier. The shareholder, whose unclaimed dividend(s) / share(s) have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in webform IEPF-5 available on www.iepf.gov.in. The Shareholders / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to General Shareholder Information section which is forming part of Annual Report and Company's website www.sasken.com for further details.

16. **National Electronic Clearing Service (NECS) / Mandate / Bank Details**

Reserve Bank of India has introduced National Automated Clearing House through which the Banks are able to make the dividend pay-out almost instantly into the bank accounts of shareholders. Shareholders are requested to update their 15-digit banking account number with their Depository Participants. Shareholders desirous of modifying these instructions may write to their respective Depository Participants (for shares held in dematerialised form) or RTA (for shares held in physical form), so that the dividends when declared and paid by the Company will be directly credited to their account. This will mitigate the chances of possible delays / loss in transit while sending dividend cheques by post.

Procedure for joining the AGM through VC / OAVM

17. Shareholders will be provided with a facility to attend the AGM through VC / OAVM through the NSDL e-voting system. Shareholders may access the same at www.evoting.nsdl.com under shareholders login by using the remote e-voting credentials. The link for VC / OAVM will be available in Shareholder's login where the EVEN of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Shareholders can also use the OTP based login for logging into the e-voting system of NSDL.

VC / OAVM will be available for shareholders on first come first serve basis.

18. For convenience of the shareholders and proper conduct of AGM, shareholders can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM and shall be logged in throughout the proceedings of AGM.
19. Shareholders who need assistance before or during the AGM with use of technology, can:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30;
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542 - 43;

In case of any further queries, you may also refer the "Frequently Asked Questions (FAQs) for Shareholders" and "e-voting user manual for Shareholders" available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 / 1800 22 44 30 or send a request to at evoting@nsdl.co.in.

20. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

NOTICE (Contd.)

21. Shareholders attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
22. As the AGM is being conducted through VC / OAVM, for the smooth conduct of proceedings of the AGM, shareholders are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / Folio number, email id, mobile number at investor@sasken.com. Questions / queries received by the Company till 5.00 p.m. on Wednesday, July 14, 2021 shall only be considered and responded during the AGM.

Shareholders who would like to express their views or ask questions during the AGM may kindly register themselves as a speaker by sending a mail to investor@sasken.com between 9.00 a.m. on Friday, July 9, 2021 and 5.00 p.m. on Wednesday, July 14, 2021.
23. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

Procedure for remote e-voting and e-voting during the AGM

24. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to shareholders to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a shareholder using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.
25. The Shareholders, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, July 13, 2021 being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Shareholder as on the cut-off date should treat this Notice of AGM for information purpose only.
26. Shareholders may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Friday, July 16, 2021 and will end at 5.00 p.m. on Tuesday, July 20, 2021. In addition, the facility for voting through e-voting system shall also be made available during the AGM. Shareholders attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Shareholders who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Shareholders holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at www.evoting.nsdl.com.
27. The details of the process and manner for remote e-voting are explained herein below:

Step 1: Access to NSDL e-Voting system - Login method for e-Voting and joining virtual AGM for individual shareholders holding securities in demat mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / Depository Participants (DPs) in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

(a) Individual Shareholders holding securities in demat mode with NSDL:

1. Existing **IDeAS** user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com>.
2. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under "**IDeAS**" section, this will prompt you to enter your existing User ID and Password.
3. After successful authentication, you will be able to see e-Voting services under Value added services.
4. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page.
5. Click on Company name or **e-Voting service provider i.e., NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
6. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

NOTICE (Contd.)

7. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e., NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
8. Shareholders can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



(b) Individual Shareholders holding securities in demat mode with CDSL:

1. Existing users who have opted for Easi / Easiest, they can login through their existing USER ID and PASSWORD. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login to Easi / Easiest, the user will be also able to see the E-Voting Menu. The Menu will have links of **e-Voting service provider i.e., NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. and E-mail as recorded in the Demat Account. After successful authentication, user will be provided links for the **NSDL** for e-Voting.

(c) Individual Shareholders (holding securities in demat mode) login through their depository participants:

1. Shareholders can also login using the login credentials of their demat account through their Depository Participant registered with NSDL / CDSL for e-Voting facility.
2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL / CDSL Depository website after successful authentication, wherein you can see e-Voting feature.
3. Click on Company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Shareholders who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

(d) Your User ID details are given below:

NOTICE (Contd.)

Manner of holding shares	Your User ID is:
(a) For Shareholders who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example: if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
(b) For Shareholders who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example: if your Beneficiary ID is 12***** then your User ID is 12*****.
(c) For Shareholders holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company. For example: if folio number is 001*** and EVEN is 116094 then your User ID is 116094001***.

- (e) Your password details are given below:
- If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will mandate to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the Company, your 'Used ID' and 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account or last 8 digits of client ID for CDSL account or folio number for shares held in physical form.
 - If your email ID is not registered, please follow steps mentioned in Note No. 5 above.
- (f) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
- Click on 'Forgot User Details / Password?' (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number / folio number, your PAN, your name, and your registered address.
 - Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- (g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (h) Now, you will have to click on "Login" button.
- (i) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-Voting system.

How to cast your vote electronically and join on NSDL e-voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-voting as the voting page opens.
- Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on 'Submit' and also 'Confirm' when prompted.

NOTICE (Contd.)

- (e) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for Shareholders for e-voting on the day of the AGM are as under:

- (a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (b) Only those Shareholders, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- (c) Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- (d) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer Note No.19 above.

General Information

- 28. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- 29. Process for those shareholders whose Email IDs are not registered with the depositories, for procuring User ID and Password and registration of E-mail IDs for e-voting for the resolutions set out in this notice:
 - i. **In case shares are held in physical mode** - Please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN, Aadhaar / UIDAI card by email to cosec@sasken.com.
 - ii. **In case shares are held in Demat mode** - Please provide DP ID - Client ID (16 digit DP ID + Client ID or 16 digit beneficiary ID), Name of shareholder, Client Master Data or copy of Consolidated Account Statement, self-attested scanned copy of PAN, Aadhaar / UIDAI card by email to cosec@sasken.com.
 - iii. If you are an individual shareholder holding securities in Demat mode - you are requested to refer to the login method explained at *Step 1 viz., Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.*
 - iv. Alternatively, shareholders may send a request to evoting@nsdl.co.in for procuring User ID and Password for e-voting by providing above mentioned documents.
 - v. In terms of SEBI Circular dated December 9, 2020 on e-Voting facility to be provided by the Company, individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access said e-Voting facility.
- 30. The Company has appointed Mr. Gopalakrishnaraj H H, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
- 31. The results of the electronic voting shall be declared to the Stock Exchanges after the conclusion of AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of the Company at www.sasken.com.

Explanatory Statement

As required under Section 102 of the Act and Regulation 36 of Listing Regulations, the following explanatory statement sets out material facts relating to business mentioned under Item Nos. 3, 4, 5 and 6 of the accompanying Notice and should be read as forming part of the Notice.

Item No. 3

Ms. Neeta S. Revankar (DIN: 00145580) born in 1966 has been with the Company since 1995 and was appointed as a Whole Time Director on April 22, 2010. At the AGM held on July 18, 2019, she was re-appointed as a Whole Time Director & Chief Financial Officer (CFO) effective April 1, 2020.

NOTICE (Contd.)

As an active member of the leadership team, she has been instrumental in helping Sasken drive fiscal discipline and profitability since inception. She successfully led the Company's IPO in 2005. She has been committed to establishing high standards of transparency in financial reporting and governance at Sasken. Her elevation to the Board in April 2010 is a testimony to her sharp business acumen and leadership. She has been responsible for HR, Admin, IT, IS functions at Sasken in addition to her role as CFO, for a 5 year period from 2008.

She is part of the CFO Board, which is a community-led initiative of senior CFOs in the country. One of the primary objectives of the CFO Board is to help provide a reasoned, long term and unbiased view on a few, critical policy issues to government and to help effect policy change through dialogue, information & insights, best practices, and international benchmarks.

She is a Chartered Accountant and Company Secretary. Besides, she has participated in the Program for Global Leadership (PGL) in 2001 and the Advanced Management Program (AMP) in 2007 of the Harvard Business School and also participated in the Women on Boards program at the Harvard Business School in 2016.

Besides playing a stellar role as CFO of Sasken, she has also won laurels from external accredited CFO forums. She was conferred the India CFO Award 2005 for 'Excellence in Finance in SME' by IMA India in recognition of her contribution towards enhancing the strategic scope of the finance function and her exemplified excellence in the domain. More recently, Financial Express conferred on her the CFO of the Year Award 2020 in the Small Enterprises (Services Category).

She is a Director in Taco Sasken Automotive Electronics Limited (under liquidation). She is member of Corporate Social Responsibility Committee in the Company.

She holds 69,668 equity shares in the Company. Please refer to Corporate Governance Report for the details of Board & Committee meetings of the Company attended by her during the year.

Item No. 4

The Board has proposed appointment of M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W) as Statutory Auditors of your Company from the conclusion of this AGM for a period of up to 5 years. M/s. MSKA & Associates was initially appointed in the casual vacancy caused by the resignation of erstwhile statutory auditors viz. M/s B S R & Associates LLP, Chartered Accountants to act as statutory auditors of the Company until the conclusion of 33rd AGM of the Company.

M/s. MSKA & Associates have consented to act as statutory auditors of the Company from the conclusion of this AGM up to the 38th AGM of the Company and given a certificate in accordance with Sections 139, 141 and other applicable provisions of the Act to the effect that their appointment, if made, shall be in accordance with the conditions prescribed and that they are eligible to hold office as Statutory Auditors of the Company.

The proposed fee payable to Auditors for FY22 will be ₹ 22 lakhs (exclusive of taxes and reimbursement of out-of-pocket expenses at actuals). The remuneration payable to Auditors during their term of engagement will be as mutually agreed between the Board including Audit Committee of the Board and Auditors.

The Audit Committee has taken into account the experience and expertise of the auditors and recommended them to the Board for appointment. The Board has accordingly proposed the said appointment for the approval of the shareholders.

Item No. 5

Mr. Sunirmal Talukdar (DIN: 00920608), an Independent Director, born in 1951, was originally appointed on February 16, 2016. He is a Chartered Accountant who has worked in various capacities in Aditya Birla Group for over 25 years and retired in 2012 as Group Executive President & Chief Financial Officer of Hindalco Industries Ltd. He has specialization and comprehensive experience in various areas such as Strategic & Tactical Planning, Mergers & Acquisitions, Corporate Governance, Project Evaluation & Financing, Equity & Debt Syndication, Public Reporting, Internal Control / Audit Compliance, Direct, Indirect & International Taxation, Organizational Restructuring, etc.

The Board, based on the recommendation of Nomination and Remuneration Committee and after taking into account the performance evaluation of his first term, considered that given his educational and professional background, his vast relevant experience, felt that his re-appointment would be beneficial to the Company. In the opinion of the Board, he fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for his re-appointment as an Independent Director of the Company and is independent of the management.

He is Director in Titagarh Wagons Limited, Clariant Chemicals (India) Limited, India Carbon Limited, Aris Capital Private Limited, Aditya Birla Fashion and Retail Limited, Titagarh Bridges and International Limited, Innvol Medical India Limited, Avia Insurance Brokers Private Limited and Indivinity Clothing Retail Private Limited.

NOTICE (Contd.)

He is Chairman of Audit Committee in Sasken Technologies Limited, Clariant Chemicals (India) Limited, India Carbon Limited, Aditya Birla Fashion and Retail Limited, Indivinity Clothing Retail Private Limited and Member in Titagarh Wagons Limited, Aris Capital Private Limited, Titagarh Bridges and International Limited.

He is Chairman of Nomination and Remuneration Committee in Clariant Chemicals (India) Limited, Titagarh Bridges and International Limited and Member in Sasken Technologies Limited, Titagarh Wagons Limited, Aditya Birla Fashion and Retail Limited, Indivinity Clothing Retail Private Limited.

He is Member of Strategic Business & Marketing Review Committee in your Company, Member of Stakeholders Relationship Committee in Clariant Chemicals (India) Limited, Chairman of Risk Management and Sustainability Committee in Aditya Birla Fashion and Retail Limited and Chairman of Finance and Project Committee in Titagarh Wagons Limited.

He does not hold any equity shares in the Company. Please refer to Corporate Governance Report for the details of Board & Committee meetings of the Company attended by him during the year.

His current term as an Independent Director will be expiring in July 2021 and he is eligible for re-appointment for a second term of up to five years and his office shall not be liable to retire by rotation.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Shareholder, proposing his candidature for the office of Director.

Item No. 6

Dr. G. Venkatesh (DIN: 00092085) born in 1961 was originally appointed on January 25, 2005 and was last re-appointed on July 18, 2019.

He is a graduate in Electronics from IIT Madras, a Ph. D in Computer Science from TIFR, Bombay, a Fellow of the Indian National Academy of Engineers, and a Fellow of the IETE. He has been with Sasken since 1995 and has wide experience in Information Technology. He started as a researcher at India's premier research institute TIFR, Bombay, then moved to the Computer Science department of IIT Bombay where he spent 8 years teaching and researching in the areas of temporal logic, functional / logic programming, applications of logic and languages to VLSI design, which resulted in about 50 papers in international conferences and journals in these areas. He made his transition to the industry in 1990 when Sasken was in its start-up phase and moved full time to Sasken as Technology head in 1995. He was elevated to the Board on January 25, 2005 as a Whole Time Director and transitioned to Non-Executive Director in 2015. He played various management roles such as Engineering Head, Global Delivery Head, BU Head, Product Division Head, Chief Technology Officer, etc.

He has been an adjunct faculty of IIM Bangalore from 2003 to 2013, where he offered a course on the application of game theory to strategic thinking in the technology industry. In 2014, he was appointed by IIT Madras as the Analog Devices Chair Professor in the Department of Electrical Engineering. Since 2017, he serves as a Professor of Practice in the Humanities Department, IIT Madras, where he teaches Technology & Public Policy and Computational Economics and works with state government agencies on policy formulation in education and technology. He is also a co-founder of the online BSc Degree in Programming and Data Science offered by IIT Madras, in which he teaches courses on Computational Thinking and Business Data Management. He is an active speaker on collaborative innovation models and on viable strategies for SMEs in India. He also serves on several Government and Industrial committees related to the semiconductor, telecom, and education sectors. In recognition of these activities linking academics and industry, he won the Techno Mentor award of the Indian Electronics and Semiconductor Association in 2013 and the Vasvik award for industrial research in 2015.

The Board, based on the recommendation of Nomination and Remuneration Committee, considered that given his educational and professional background, his vast relevant experience, felt that his appointment would be beneficial to the Company. In the opinion of the Board, he fulfils the conditions specified in the Act, Rules made thereunder and Listing Regulations for his appointment as an Independent Director of the Company and is independent of the management.

He is a director in MyLSpot Education Services Private Limited, Fulcrum Education Private Limited, IITM Pravartak Technologies Foundation and Taco Sasken Automotive Electronics Limited (under liquidation).

He is a Member of Stakeholders' Relationship Committee of the Company.

The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Shareholder, proposing his candidature for the office of Director.

He holds 1,46,260 equity shares in the Company. Please refer to Corporate Governance Report for the details of Board & Committee meetings of the Company attended by him during the year.