



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 Fourth Annual General Meeting (AGM) of the Company will be held on Wednesday, July 20, 2022 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, 2022, 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, 2022, together with the Report of the Auditors thereon.

2. Confirmation and declaration of dividend

To (a) confirm interim dividend of ₹ 12 per equity share declared in October 2021; and (b) declare a final dividend of ₹ 13 per equity share for the financial year 2021-22.

3. Appointment of Director

To appoint a Director in place of Mr. Pranabh D. Mody (DIN: 00035505) who retires by rotation and being eligible, offers himself for re-appointment.

Special Business

4. Appointment of Mr. Som Mittal 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 in accordance with Article 114 of the Articles of Association of the Company and 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 Qualifications of Directors) Rules, 2014, read with Schedule IV of the said Act and Regulation 17, 17(1A) 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. Som Mittal (DIN: 00074842), who was appointed as an Additional Director of the Company effective April 21, 2022 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 Member 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 from April 21, 2022 to April 20, 2027.

5. Re-categorizing Dr. G. Venkatesh from Independent Director to Non-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 the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the shareholders, be and is hereby accorded for reclassifying Dr. G. Venkatesh (DIN: 00092085) as Non-Executive Non-Independent Director of the Company effective April 21, 2022.

NOTICE (Contd.)

6. Engaging Mylspot Education Services Private Limited as consultant:

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

RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, approval of the shareholders be and is hereby accorded for engaging the services of Mylspot Education Services Private Limited, Chennai, for providing consultancy services and for payment of consultancy fee not exceeding ₹ 50 lakhs (exclusive of GST and reimbursement of travel and other expenses, if any) in a financial year.

RESOLVED FURTHER THAT the Board of Directors of the Company including Audit Committee of the Board, be and is hereby authorized to finalize the other terms and conditions of the engagement and take all such steps as may be necessary, proper, and expedient to give effect to this resolution.

By order of the Board

Bengaluru
April 21, 2022

Paawan Bhargava
Company Secretary

Notes

1. In view of the continuing pandemic, the Ministry of Corporate Affairs (MCA) has vide its circular dated May 5, 2022, read with circular dated May 5, 2020 and SEBI vide its circular dated May 13, 2022 (collectively referred to as 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 said 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 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 circulars, Notice of the AGM along with the Annual Report 2021-22 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 2021-22 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 M/s. Kfin Technologies Limited, our Registrar & Share Transfer Agent (RTA) at einward.ris@kfintech.com in Form ISR 1 along with Form ISR 2. Please refer to General Shareholder Information given as annexure to Board's Report for further information.
(b) Shareholders holding shares in dematerialised mode are requested to register / update their email address 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 11, 2022 through email to investor@sasken.com. The same will be replied by the Company suitably.
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.

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8. The Register of Members and Share Transfer Books will remain closed on Saturday, July 16, 2022 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 Tuesday, August 16, 2022.
10. As per Regulation 40 of Listing Regulations, as amended, securities of the Company 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 dematerialized form and to RTA in format prescribed under General Shareholder Information 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 or not filed their income tax return for last year.	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 2022-23 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 2022-23 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).

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

https://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 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). If the dividends are not encashed for a consecutive period of 7 years, 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. 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 .
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;

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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.
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 13, 2022 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 Monday, July 4, 2022 and 5.00 p.m. on Monday, July 11, 2022.

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 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 12, 2022 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 15, 2022 and will end at 5.00 p.m. on Tuesday, July 19, 2022. 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.

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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.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
7. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsd.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 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.

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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:

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 120030 then your User ID is 120030001***

(e) Your User ID details are given below:

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. 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:
 - i. 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.
 - ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. 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.
 - iv. 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?

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- (a) 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.
- (b) 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".
- (c) Now you are ready for e-voting as the voting page opens.
- (d) 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.
- (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.

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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

Mr. Pranabh D. Mody (DIN: 00035505) born on December 9, 1963, was originally appointed on July 29, 1991 and was last re-appointed on July 29, 2020. He is a Non-Executive Director since 2005 and also one of the Promoters of the Company. He obtained his Bachelor's degree in Pharmacy in 1984 from Bombay College of Pharmacy, a pioneer institute of pharmacy in Mumbai. He also obtained his Master's in Business Administration from Oakland University, USA in 1986. He completed an Executive Education Program from Harvard University in USA in 1995.

He has to his credit around 34 years of experience, of which 29 years has been in the pharmaceutical industry with J. B. Chemicals and Pharmaceuticals Limited (JBCPL), Mumbai. He was President and Whole Time Director (Operations) of JBCPL until November 10, 2020, responsible for company's performance and has significantly contributed to the overall management of the JBCPL's businesses across different areas, like marketing, sales and operations. He is a Director in Ifiunik Pharmaceuticals Limited and Synit Drugs Private Limited.

He is the Chairman of Risk Management Committee. He is also a member of Audit Committee and Nomination & Remuneration Committee of the Company.

He holds 2,87,272 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.

Item No. 4

Mr. Som Mittal (DIN: 00074842) born on February 7, 1952, is past Chairman and President of NASSCOM, India's premier trade body for the IT and outsourcing industry. His knowledge of the Indian technology ecosystem combined with a nuanced understanding of trade and policy imperatives across key global geographies make him a leading voice in the industry. He is an Independent Director at Sheela Foam Limited, Tata SIA Airlines Limited, Vodafone India Services Private Limited, Apollo Hospitals Enterprise Limited and EXL Service Holdings, Inc. (USA).

He is Chairman of Audit Committee and member of Nomination & Remuneration Committee and Risk Management Committee of Sheela Foam Limited. During the last 3 years, he had resigned from the Board of Axis Bank Limited and Cyient Limited.

Mr. Mittal has held multiple leadership roles at some of the leading technology, engineering, and manufacturing companies in India, such as Wipro, HP, L&T, Denso, and Escorts. He has also held advisory roles in many Government initiatives, including the National e-Governance Plan, National Digital Literacy Mission, and Sector Skills Council. Mr. Mittal has received several recognitions for his contributions to industry in India and abroad and has been honoured as a Fellow of the Computer Society of India.

Mr. Mittal holds a B.Tech from IIT Kanpur and an MBA from IIM Ahmedabad. He is closely associated with a number of industry bodies and not-for-profit organizations, including educational institutions, as an expert and mentor and chairs the Board of Directors at the National Centre for Promotion of Employment for Disabled People. He is also on Board of GMR Varalakshmi Foundation and Trustee of Axis Bank Foundation.

Based on the recommendation of the Nomination and Remuneration Committee, the Board vide its resolution dated April 21, 2022, appointed Mr. Mittal as an Additional Director to hold office as an Independent Director of the Company. He does not either hold by himself or through his relatives on a beneficial basis, any shares in the Company.

Pursuant to the provisions of Section 161 of the Act, Mr. Mittal will hold office up to the date of the ensuing AGM.

The Company has received a notice in writing under the provisions of Section 160 of the Act from a member proposing the candidature of Mr. Mittal for the office of Director. The Company has received from him (i) consent to act as Director (ii) intimation to the effect that he is not disqualified for appointment as a Director and (iii) a declaration to the effect that he meets the criteria of independence as specified under the Act and Listing Regulations.

NOTICE (Contd.)

The resolution seeks the approval of members for the appointment of Mr. Mittal as an Independent Director of the Company for a period of five consecutive years, up to April 20, 2027, pursuant to Section 149 and other applicable provisions of the Act and the Rules made thereunder. He will not be liable to retire by rotation. Mr. Mittal will be attaining the age of 75 years during his term of office and this Special Resolution is required to be passed under the Regulation 17(1A) of Listing Regulations.

In the opinion of the Board, Mr. Mittal fulfils the conditions for his appointment as an Independent Director of the Company as specified in the Act and rules made thereunder and the Listing Regulations. He is independent of the management and possesses appropriate skills, capabilities, vast experience, and domain knowledge.

A copy of the draft letter of appointment of an Independent Director setting out the terms and conditions is available at the website of the Company at www.sasken.com.

The Board is of the view that given his rich and varied experience, his association with the Company would be of immense benefit and it is desirable to avail the services of Mr. Mittal as an Independent Director.

Item Nos. 5 and 6

Dr. G Venkatesh (DIN: 00092085), one of the Non-Executive Directors of the Company, was recategorized as an Independent Director of the Company by the shareholders at the 33rd AGM held on July 21, 2021.

He is a Graduate in Electronics from Indian Institute of Technology (IIT) Madras, a Ph. D in Computer Science from TIFR, Bombay, and is a Fellow of the Indian National Academy of Engineers. He was earlier an adjunct faculty at IIM Bangalore where his interests revolve around telecom technology development, technology management, and applying game theory to strategic thinking in the technology industry. He has over 35 years of experience both in academic and industry. He is currently the Professor of Practice, Department of Humanities and Social Sciences, IIT, Madras, working with economic professors on policy issues related to technology and education.

It is proposed to engage Mylspot Education Services Private Limited (Mylspot) as consultants to provide consultancy services to your Company and the said services would be provided by Dr. G Venkatesh, one of the Directors of Mylspot and holding about 70% of its shareholding. As part of said engagement, the Consultant among others would be assisting Sasken for strengthening in following areas: (a) recruitment of right talent by identifying tier 2 / 3 colleges, (b) assisting in framing appropriate frameworks for identifying skill gaps and providing optimum trainings to overcome the same, (c) creating niche training engines at premier institutes like IIT Madras, IIT Bangalore, etc. (d) exploring the possibility of setting up a finishing school along with a suitable partner institution, through which about 1,000 graduate students can be made ready for jobs in our space each year, etc. and (e) such other services / areas as may be mutually agreed upon.

Audit Committee at its meeting held on April 20, 2022, considered (a) the need to strengthen the recruitment process and training the students to augment the resource pool to meet the ever growing needs of the Company; (b) prevailing fee that a highly qualified and experienced faculty would charge for such services and (c) with appropriate external bench marks and certification and were satisfied that the said transaction would be in the ordinary course of business and at arm's length basis.

Even though the abovesaid transaction would be in the ordinary course of business and at arm's length, Dr. G. Venkatesh, being one of the major shareholders of Mylspot, it was felt that it may constitute pecuniary relationship with the Company. Therefore, by way of abundant caution, resolution for engagement of Mylspot is placed before the shareholders for their approval. In view of the above, Dr. G. Venkatesh has consented to be re-classified as a Non-Independent Director of the Company and the Board of Directors of your Company at its meeting held on April 21, 2022, approved re-classifying him as a Non-Independent Director effective from that date and recommended the Item Nos.5 & 6 for the approval of shareholders. The said engagement, if approved, would be made on or after the date of Shareholders' approval and will be for a period of either 5 years or as may be decided by the Board.

All documents referred to in the aforesaid Notice and Explanatory Statement, shall be available for inspection through electronic mode and request for the same may be sent on investor@sasken.com.

The Board of Directors recommends Item Nos. 3, 4, 5 & 6 for the consideration and approval of the Shareholders.

There are no inter-se relationships between the Directors. None of the other Directors, Key Managerial Personnel of your Company and their relatives is in any way concerned or interested, financially or otherwise in the aforesaid items.

By order of the Board

Bengaluru
April 21, 2022

Paawan Bhargava
Company Secretary