

## Notice

### Sasken Technologies Limited

(Formerly known as Sasken Communication Technologies Limited)

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

Tel: +91 80 6694 3000; Fax: +91 80 2535 1309

E - mail: investor@sasken.com; Website: www.sasken.com; CIN: L72100KA1989PLC014226

### NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Company will be held on Tuesday, July 18, 2017 at 10.00 a.m. at the Registered Office of the Company at 139/25, Ring Road, Domlur, Bengaluru - 560 071, to transact the following business:

#### ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company (including consolidated financial statements) for the year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon.

2. Confirmation and declaration of dividend

To (a) confirm interim dividend of ₹2.50 per equity share paid in October 2016; and (b) declare a final dividend of ₹4.50 per equity share.

3. Appointment of Director

To appoint a Director in place of Mr. Jyotindra B. Mody (DIN: 00034851) who retires by rotation and being eligible offers himself for re-appointment.

4. Appointment of Director

To appoint a Director in place of Dr. G. Venkatesh (DIN: 00092085) who retires by rotation and being eligible offers himself for re-appointment.

5. Appointment of Auditors

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution** by (a) approving the appointment of M/s. B S R & Associates LLP, Chartered Accountants as Statutory Auditors of the Company from April 19, 2017 till the conclusion of this Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Associates, LLP; and (b) appointing them as Statutory Auditors of the Company for a term of up to 5 years and fixing their remuneration:

RESOLVED THAT pursuant to Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended, appointment of M/s. B S R & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 116231 W/W - 100024) by the Board of Directors (Board) of the Company from April 19, 2017 till the conclusion of this Annual General Meeting (AGM), for filling the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Associates, LLP, Chartered Accountants (ICAI Firm Registration No. 101049 W/E - 300004) be and is hereby approved.

RESOLVED FURTHER THAT pursuant to Section 139, 140 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder, as amended, M/s. B S R & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 116231 W/W - 100024), be and are hereby appointed as Statutory Auditors of the Company for a term of up to 5 years and to hold office from the conclusion of this AGM till the conclusion of the 34<sup>th</sup> AGM, subject to ratification of such appointment by the Members of the Company at every AGM and on such remuneration plus applicable taxes and reimbursement of out of pocket expenses incurred during the course of audit, as may be decided by the Board/Audit Committee.

By order of the Board

**S. Prasad**

Associate Vice President & Company Secretary

April 19, 2017

#### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. In order to be valid, proxy form must be received at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. Members may note that pursuant to the provisions of Section 105 of the Companies Act, 2013 read with applicable rules thereon, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. For a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint only one person as proxy and such person shall not act as proxy for any other person or member.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto.

## Notice (Contd.)

4. Corporate members are requested to send a certified copy of the Board Resolution authorizing their representative(s) to attend and vote at the Annual General Meeting (AGM).
5. The Register of Members and Share Transfer Books will remain closed on Saturday, July 15, 2017 for determining the list of members eligible for final dividend on Equity shares, if declared at the AGM.
6. Dividend as may be declared at the AGM will be disbursed on or before Monday, July 31, 2017 to the shareholders whose names are recorded in the Register of Members as at Friday, July 14, 2017 as under:
  - i. To Beneficial Owners in respect of shares held in electronic form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Friday, July 14, 2017; and
  - ii. To Members in respect of shares held in physical form after giving effect to valid transfer in respect of transfer requests lodged with the Company and/or Registrar and Share Transfer Agent as of the close of business hours on Friday, July 14, 2017.

7. 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 payout almost instantly into the bank accounts of members. Members are requested to update their 15 digit core banking account number with their Depository Participants. Members desirous of modifying these instructions may write to Registrar & Share Transfer Agent, Karvy Computershare Pvt. Ltd. (for shares held in physical form) or to their respective Depository Participants (for shares held in electronic 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 warrants/cheques by post.

8. Members intending to seek explanation/clarification at the meeting about the information contained in the Annual Report are requested to inform the Company Secretary at least a week in advance of their intention, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. In case of joint holders attending the meeting, only the first named holder will be entitled to vote. Members are requested to address all correspondence, including transfer of shares, unclaimed dividends, etc. to the Company Secretary/Registrar & Share Transfer Agent at the address mentioned hereunder:

The Company Secretary  
Sasken Technologies Limited  
139/25, Ring Road, Domlur, Bengaluru - 560 071.  
**Tel:** +91 80 6694 3000  
**Fax:** +91 80 3981 3329/2535 1309  
**E-mail:** investor@sasken.com

Karvy Computershare Pvt. Ltd.  
Karvy Selenium, Tower B, Plot 31 - 32, Gachibowli,  
Financial District, Nanakramguda,  
Hyderabad - 500 032.  
**Tel:** +91 40 6716 2222  
**Toll Free No.:** 1 - 800 - 3454 - 001  
**Fax:** +91 40 2342 0814  
**Contact Person:** Mr. K. S. Reddy, Asst. Gen. Manager  
**E-mail:** einward.ris@karvy.com

10. Unless any member has requested for hard copy of the Annual Report, Notice and other communications of the Company will be sent through electronic mode only to all the members whose e-mail address are registered with the Company/Depository Participant. Physical copies of the Annual Report are being sent by permitted mode to members who have not registered their e-mail address.
11. As part of green initiative, we request members to update their e-mail address with the (a) Depository Participants (for shares held in electronic form); and (b) Company (for shares held in physical form).
12. As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in this Notice. Members desirous of voting through electronic mode may refer to the detailed procedure on e-voting forming part of the Annexure to this Notice.
13. As per Regulation 44 of SEBI Listing Regulations, the Company will submit details of the voting results in respect of each of the resolutions proposed in this Notice to the stock exchanges within 48 hours of conclusion of its AGM.
14. All documents referred to in this Notice will be available for inspection at the registered office of the Company during business hours on working days up to the date of AGM.
15. Details of Directors seeking appointment/re-appointment at this AGM are provided in the Annexure to this Notice.
16. (a) E-voting instructions; (b) Route Map to the venue of the AGM; (c) Proxy Form; and (d) Attendance Slip are annexed to this Notice.

## Annexure to Notice

### ANNEXURE TO NOTICE

#### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

The following Explanatory Statement sets out material facts relating to some of the Ordinary Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

#### Item Nos. 3 and 4

**Mr. Jyotindra B. Mody (DIN: 00034851)** born on April 3, 1929 was originally appointed on October 12, 1999 and he was last re-appointed on September 14, 2015.

He is a Non-Executive Director since October 1999 and also one of the Promoters of the Company. He has actively supported the Company from the time it was founded. Your Company continues to reap the benefits of his rich and diverse experience in running successful businesses for over six decades. He has completed Inter-Science. He is the Chairman and Managing Director of J. B. Chemicals & Pharmaceuticals Limited since incorporation in 1976. He was Vice Chairman of CHEMEXCIL (Basic Chemicals, Pharmaceuticals & Cosmetics Export Promotion Council) from 1988 to 1993 and Chairman for two years from September 1994 to September 1996. He is one of the Founder Members of Indian Drug Manufacturers' Association (IDMA) and was its President for 2 years from 1983 to 1985. He has been associated with the pharmaceutical industry when it was in its infancy stage. His knowledge on development of drug industry and the turmoil it has gone through, the various Price Controls, development of the industry with the introduction of the process patent from 1970s, its functioning and growth prospects is immense. He is today looked upon as a doyen of the pharmaceutical industry and is consulted on various important matters affecting the industry, not only by fellow members but also by Government of India. He was associated as a member of the National Development Council for Drugs & Pharmaceuticals, Ministry of Industrial Approvals and Ministry of Chemicals & Fertilizers. He was one of the members of the working group for Industrial Approvals, Ministry of Chemicals & Fertilizers. He was also associated with Import Export Committee – 7<sup>th</sup> Five Year Plan.

He is also a Director in Ifiunik Pharmaceuticals Limited and Unique Pharmaceutical Laboratories Limited.

He is a Member of the Stakeholders' Relationship Committee in J. B. Chemicals & Pharmaceuticals Limited.

He holds 7,36,612 equity shares in the Company.

**Dr. G. Venkatesh (DIN: 00092085)** born on June 4, 1961 was originally appointed on January 25, 2005 and was last re-appointed on September 14, 2015.

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 on January 19, 2015. He played various management roles such as Engineering Head, Global Delivery Head, BU Head, Product Division Head, Chief Technology Officer, etc. He was elected to hold a 'fellowship' position in Sasken by the Governing Council in January 2015.

He has been appointed the Analog Devices Chair Professor in the Department of Electrical Engineering, IIT Madras, where he has been teaching and researching topics in hardware-software codesign of embedded systems. He has also served as an adjunct faculty of IIM Bangalore, with interests in technology management and in applying game theory to strategic thinking in the technology industry. He has been an active speaker on collaborative innovation models and on viable strategies for SMEs in India. He also serves on a number of Government and Industrial committees related to the semiconductor, telecom and education sectors.

He is a director in Sasken Network Engineering Limited, Uniphore Software Systems Private Limited, MyLSpot Education Services Private Limited, Fulcrum Education Private Limited and Taco Sasken Automotive Electronics Limited (under liquidation).

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

He holds 2,33,628 equity shares in the Company.

There are no inter-se relationships between the Directors. Save and except Mr. Jyotindra B. Mody, Dr. G. Venkatesh and their relatives, to the extent of their shareholding interest in the Company, none of the other Directors, Key Managerial Personnel of your Company and their relatives are in any way concerned or interested, financially or otherwise in the appointment / re-appointment.

## Annexure to Notice (Contd.)

### Item No. 5

Your Company's Auditors, M/s. S. R. Batliboi & Associates, LLP, Chartered Accountants (ICAI Firm Registration No.101049 W/E-300004) were appointed at the last AGM to hold office until the conclusion of the forthcoming AGM. However, vide their letter dated April 19, 2017 they have expressed their inability to continue as Statutory Auditors of your Company up to the conclusion of the forthcoming AGM. The Board thus appointed M/s. B S R & Associates LLP, Chartered Accountants (ICAI Firm Registration No. 116231 W/W-100024) as Statutory Auditors of your Company in the casual vacancy caused by the said resignation effective April 19, 2017 till the conclusion of the forthcoming AGM.

Pursuant to the provisions of Section 139 of the Act and Rules framed thereunder, as amended, it is mandatory to rotate the Statutory Auditors on completion of maximum term as provided therein. The Board on April 19, 2017, has recommended appointment of M/s. B S R & Associates LLP, Chartered Accountants as Statutory Auditors of the Company and to hold office for a period of up to 5 consecutive years from the conclusion of the 29<sup>th</sup> AGM till the conclusion of the 34<sup>th</sup> AGM, subject to ratification of their appointment by the shareholders at every AGM.

Your Company has obtained consent of M/s. B S R & Associates LLP and a certificate in accordance with Section 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.

None of the Directors, Key Managerial Personnel of your Company and their relatives are in any way concerned or interested, financially or otherwise in the said appointment.

By order of the Board

**S. Prasad**

April 19, 2017

Associate Vice President & Company Secretary

### E-voting Instructions

The instructions and other information relating to e-voting are as under:

1. The procedure for e-voting is as below:

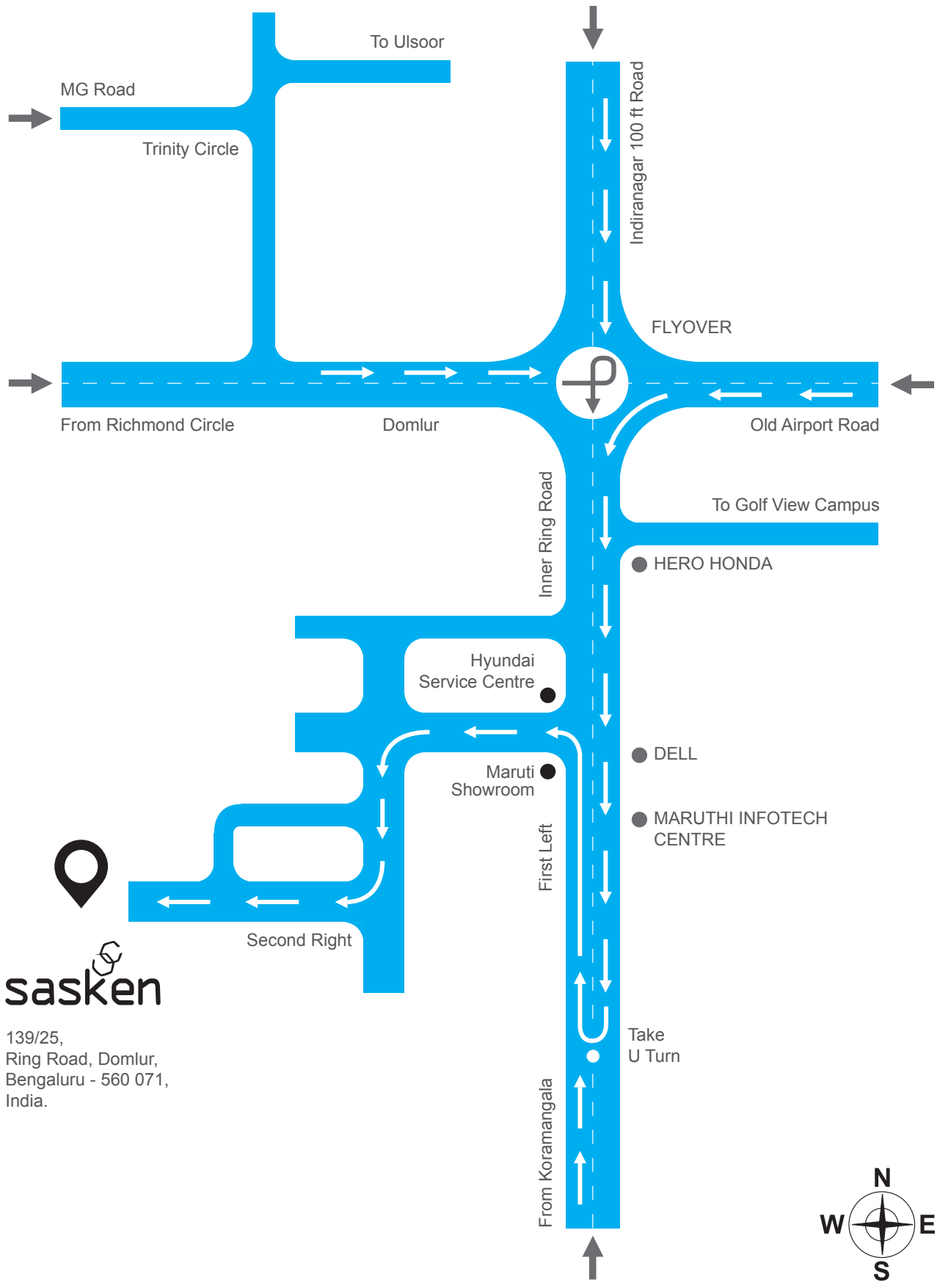
- i. Launch internet browser by typing URL: <https://evoting.karvy.com>
- ii. Enter the login credentials (i.e. User ID and Password mentioned in the attendance slip). Your Folio No./DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing **User ID and password** for casting your vote.


User ID	For members holding shares in Electronic Form:- a) For NSDL: 8 character DP ID followed by 8 digits Client ID b) For CDSL: 16 digits beneficiary ID  For members holding shares in Physical Form: Event No. followed by Folio No. registered with the Company.
Password	Your unique password is printed on the attendance slip/ sent via e-mail forwarded through electronic notice.
Captcha	Enter the Verification code i.e. please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members holding shares in Electronic/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A - Z), one lower case (a - z), one numeric value (0 - 9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, e-mail ID, etc. on 1<sup>st</sup> login. You may also enter the Secret Question and answer of your choice to retrieve your password, in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with new credentials.
- vi. On successful login, the system will prompt you to select the 'EVEN' i.e., "**Sasken Technologies Ltd.**"
- vii. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR', partially in 'AGAINST' and partially in 'ABSTAIN', but the total number in 'FOR/AGAINST/ABSTAIN' taken together should not exceed your total shareholding. If you do not want to cast any vote, select 'ABSTAIN'.

## Annexure to Notice (Contd.)

- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
  - x. After selecting the appropriate option for each of the resolution, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.
  - xi. Upon confirming, you will not be allowed to modify your vote.
  - xii. During the voting period, members can login any number of times till they have voted on the Resolution(s). However, you may still attend the AGM and participate in the discussions.
  - xiii. Corporate/Institutional members (Corporate/Fis/Fils/Trust/Mutual Funds/Banks, etc.) are required to send scanned certified true copy (in PDF) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer through e-mail to [scrutinizer@sasken.com](mailto:scrutinizer@sasken.com) with a copy to [evoting@karvy.com](mailto:evoting@karvy.com) or send it to the registered office of the Company. The scanned file of the above mentioned documents should be in the naming format "Sasken\_EVEN".
  - xiv. In case of any queries, you may refer to Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact the Registrar & Share Transfer Agent, Karvy Computershare Pvt. Ltd. at Toll Free No. 1-800-3454-001.
2. The e-voting period commences on Thursday, July 13, 2017 at 9.00 a.m. and ends on Monday, July 17, 2017 at 5.00 p.m. (both days inclusive). Please note that e-voting mode shall not be allowed beyond 5.00 p.m. on Monday, July 17, 2017. During this period, the Members of the Company holding shares in physical form or in electronic form, as on the cut-off date, being Tuesday, July 11, 2017, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way of poll, if held at the AGM.
  3. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. Tuesday, July 11, 2017, may obtain the User ID and Password in the manner as mentioned below:
    - a. If the mobile number of the member is registered against Folio No./DP ID-Client ID, the member may send SMS : MYEPWD <space> EVEN + Folio No. or DP ID Client ID to 9212993399  
Example for NSDL : MYEPWD <SPACE> IN12345612345678  
Example for CDSL : MYEPWD <SPACE> 1402345612345678  
Example for Physical : MYEPWD <SPACE> XXXX1234567
    - b. If e-mail or mobile number of the member is registered against Folio No./DP ID-Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "forgot password" and enter Folio No./DP ID-Client ID and PAN to generate a password.
  4. The voting rights of the members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Companies Act, 2013, as amended, as on the cut-off date, being Tuesday, July 11, 2017.
  5. The Board of Directors have appointed Mr. Gopalakrishnaraj H. H., Practicing Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  6. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/any other authorised person of the Company.
  7. The result on resolutions shall be declared on or after the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
  8. The results declared along with the Scrutinizer's Report(s) will be available on the website of the Company ([www.sasken.com](http://www.sasken.com)) and on Service Provider's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and will also be communicated to BSE Limited and National Stock Exchange of India Limited.



  
 139/25,  
 Ring Road, Domlur,  
 Bengaluru - 560 071,  
 India.

## Form No. MGT-11 Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

### Sasken Technologies Limited

(Formerly known as Sasken Communication Technologies Limited)

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

Tel: +91 80 6694 3000; Fax: +91 80 2535 1309

E - mail: investor@sasken.com; Website: www.sasken.com; CIN: L72100KA1989PLC014226

Name of the Member(s)	
Registered Address	
E - mail ID	
DP ID*	
Client ID*	
Folio No.	

\* Applicable for investors holding shares in electronic form

I / We, being the member(s) of ..... shares of the above named company, hereby appoint

1. Name \_\_\_\_\_ Address \_\_\_\_\_  
E - mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
2. Name \_\_\_\_\_ Address \_\_\_\_\_  
E - mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
3. Name \_\_\_\_\_ Address \_\_\_\_\_  
E - mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her.

as my / our proxy to attend and vote for me / us and on my / our behalf at the Twenty Ninth Annual General Meeting of the Company to be held on July 18, 2017 at 10.00 a.m. at the Registered Office of the Company at 139/25, Ring Road, Domlur, Bengaluru - 560 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Particulars	Type of resolution	No. of shares held	Optional*	
				I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
<b>Ordinary Business</b>					
1.	Adoption of audited financial statements of the Company (including consolidated financial statements) for the year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon.	Ordinary			
2.	(a) Confirming the interim dividend of ₹2.50 per equity share paid in October 2016; and (b) Declaring a final dividend of ₹4.50 per equity share.	Ordinary			
3.	Re-appointment of Mr. Jyotindra B. Mody (DIN: 00034851) who retires by rotation.	Ordinary			
4.	Re-appointment of Dr. G. Venkatesh (DIN: 00092085) who retires by rotation.	Ordinary			

Sl. No.	Particulars	Type of resolution	No. of shares held	Optional*	
				I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
5.	(a) Approving the appointment of M/s. B S R & Associates LLP, Chartered Accountants as Statutory Auditors of the Company from April 19, 2017 till the conclusion of this Annual General Meeting arising out of the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Associates, LLP; and  (b) Appointing them as Statutory Auditors of the Company for a term of up to 5 years and fixing their remuneration.	Ordinary			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2017.

Affix Re.1 Revenue stamp
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Signature of shareholder / 1<sup>st</sup> holder (in case of joint holding) \_\_\_\_\_ Signature of Proxy holder(s) \_\_\_\_\_

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. \* It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of member(s) in the above box before submission.
4. Members may note that pursuant to provisions of Section 105 of the Companies Act, 2013 read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint only one person as proxy and such person shall not act as proxy for any other person or member.