



## Notice

### 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 Eighth Annual General Meeting of the Company will be held on Wednesday, July 20, 2016, at 4.00 p.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, 2016, together with the reports of the Directors and the Auditors thereon.

2. Confirmation of the Dividend declared by the Board

To confirm (a) 1<sup>st</sup> interim dividend of ₹3 per equity share paid in October 2015 and (b) 2<sup>nd</sup> interim dividend of ₹4 per equity share and special dividend of ₹25 per equity share paid in March 2016, aggregating ₹32 per equity share.

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 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.

5. Appointment of Auditors

To appoint Auditors and fix their remuneration and in this regard 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 Section 139 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, M/s. S. R. Batliboi & Associates LLP (Firm Registration No.101049W) be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting, on such remuneration plus applicable service tax and reimbursement of out of pocket expenses incurred by them during the course of the audit as may be decided by the Board of Directors or Audit Committee.

RESOLVED FURTHER THAT M/s. S. R. Batliboi & Associates LLP, will audit the Accounts of the Company including Consolidated Accounts and Cash Flow Statements.

#### SPECIAL BUSINESS

6. Appointment of Mr. Sunirmal Talukdar

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, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Articles of Association of the Company, Mr. Sunirmal Talukdar (DIN: 00920608), who was appointed as an Additional Director on February 16, 2016 and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director to hold office for a period of 5 years with effect from the date of this meeting and that he shall not be liable to retire by rotation.

By order of the Board

**S. Prasad**

Associate Vice President & Company Secretary

April 22, 2016

#### 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 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. For a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

## Notice (Contd.)

3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
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. Copies of the Annual Report will not be distributed at the AGM. Members/Proxy Holders are therefore requested to bring to the AGM their copy of the Annual Report.
6. Members intending to seek explanation/clarification at the meeting about the information contained in Annual Report are requested to inform the Company Secretary at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
7. In case of joint holders attending the meeting, only the first named joint holder will be entitled to vote.
8. Members are requested to write to the Company Secretary or to the Registrar & Share Transfer Agent at the address given below, regarding transfer of shares and for resolving grievances:

The Company Secretary  
Sasken Communication Technologies Limited  
139/25, Ring Road, Domlur,  
Bengaluru - 560 071.  
Tel: +91 80 6694 3000; Extn.: 4906  
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

9. Unless any member has requested for a hard copy of the Annual Report, Notice and other communications of the Company, will be sent by electronic mode only to all the members whose e-mail addresses are registered with the Company/Depository Participant. For members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent by the permitted mode.
10. 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. The Members desirous of voting through electronic mode may refer to the detailed procedure on e-voting forming part of the Annexure to this Notice.
11. As per Regulation 44 of SEBI Listing Regulations, the Company will submit to the stock exchanges, within 48 hours of conclusion of its AGM, details regarding the voting results with respect to each of the resolutions proposed in this Notice.
12. 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 the AGM.
13. Details of Directors seeking appointment/re-appointment at this AGM are provided in the Annexure to this Notice.
14. (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/Annual Report.

## ANNEXURE TO NOTICE

### Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

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

Details of Directors to be appointed/re-appointed at the AGM (Item Nos.3, 4 and 6).

**Ms. Neeta S. Revankar (DIN:00145580)** born on September 10, 1966 has been with the Company since 1995 and was appointed as a Whole Time Director on April 22, 2010. She was re-appointed on July 18, 2013 and at the last AGM held on September 14, 2015 she was re-appointed as a Whole Time Director & Chief Financial Officer (CFO) for a period of five years effective April 1, 2015 as per the terms detailed therein.

She is a qualified 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.

Neeta has been with Sasken throughout her career, except for a 3 year stint in the Finance function in one of India's large listed manufacturing organizations. She has held the position of CFO from 2005 till present. In over two and a half decades of her career, Neeta has earned the reputation of being competent; having the courage and conviction to speak her mind, uphold unquestionable standards of integrity and the skill to influence her peers and colleagues. Her elevation to the Board of Sasken in 2010, is a testimony to her sharp business acumen and leadership.



## Notice (Contd.)

She is a director in Sasken Network Engineering Limited.

She holds 1,30,242 equity shares in the Company.

**Mr. Pranabh D. Mody (DIN: 00035505)** born on December 9, 1963 was originally appointed on July 29, 1991 and was last re-appointed on September 22, 2014. 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 Masters 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 30 years of experience, of which 21 years has been in the pharmaceutical industry with J. B. Chemicals and Pharmaceuticals Ltd. (JBCPL), Mumbai. He is the President and Whole Time Director (Operations) of JBCPL. He is responsible for overall company performance and has significantly contributed to the overall management of the JBCPL's businesses, evolution and implementation of corporate strategies, IT systems, systems and controls, etc.

He is also a director in Ifiunik Pharmaceuticals Ltd., Unique Pharmaceutical Labs. Ltd., and Synit Drugs Pvt. Ltd.

He is a member of Audit Committee of the Company.

He holds 3,18,506 equity shares in the Company.

**Mr. Sunirmal Talukdar (DIN: 00920608)**, born on December 6, 1951 was co-opted as an Additional Director on February 16, 2016 as an Independent Director.

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, Internal Control/Audit Compliance, Direct, Indirect & International Taxation, Organizational Restructuring, etc.

He is on the Board of Clariant Chemicals (India) Ltd., India Carbon Ltd., Innvol Medical India Ltd., Titagarh Wagons Ltd., Aris Capital Pvt. Ltd., Titagarh Agrico Pvt. Ltd., and Titagarh Capital Pvt. Ltd.

He is the Chairman of Audit Committee of Clariant Chemicals (I) Ltd., and India Carbon Ltd. He is a Member of Audit Committee of Titagarh Wagons Ltd.

He was co-opted as a member of Audit Committee of the Company on April 22, 2016.

He does not hold any equity shares in the Company.

As per Regulation 17 of SEBI Listing Regulations, where Chairperson is an Executive Director, at least half of the Board shall comprise of Independent Directors. Consequent to the resignation of Mr. Kiran S. Karnik, Independent Director on August 24, 2015, there was an imbalance in the composition of Executive and Independent Directors on the Board. The Nomination & Remuneration Committee at its meeting held on January 19, 2016 shortlisted the candidature of Mr. Sunirmal Talukdar and recommended to the Board for his co-option. Mr. Talukdar was co-opted at the Board Meeting held on February 16, 2016 as an additional director on the Board as an independent director in compliance with the said Regulations.

The number of meetings of the Board attended during the year, salary drawn, sitting fee and commission paid, etc. are detailed in the Corporate Governance Report forming part of the Annual Report.

There are no inter-se relationships between the Directors. Save and except Ms. Neeta S. Revankar, Mr. Pranabh D. Mody and Mr. Sunirmal Talukdar and their relatives, to the extent of their shareholding interest if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the appointment.

By order of the Board

April 22, 2016

**S. Prasad**  
Associate Vice President & Company Secretary

## Annexure to Notice (Contd.)

### 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 the 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.

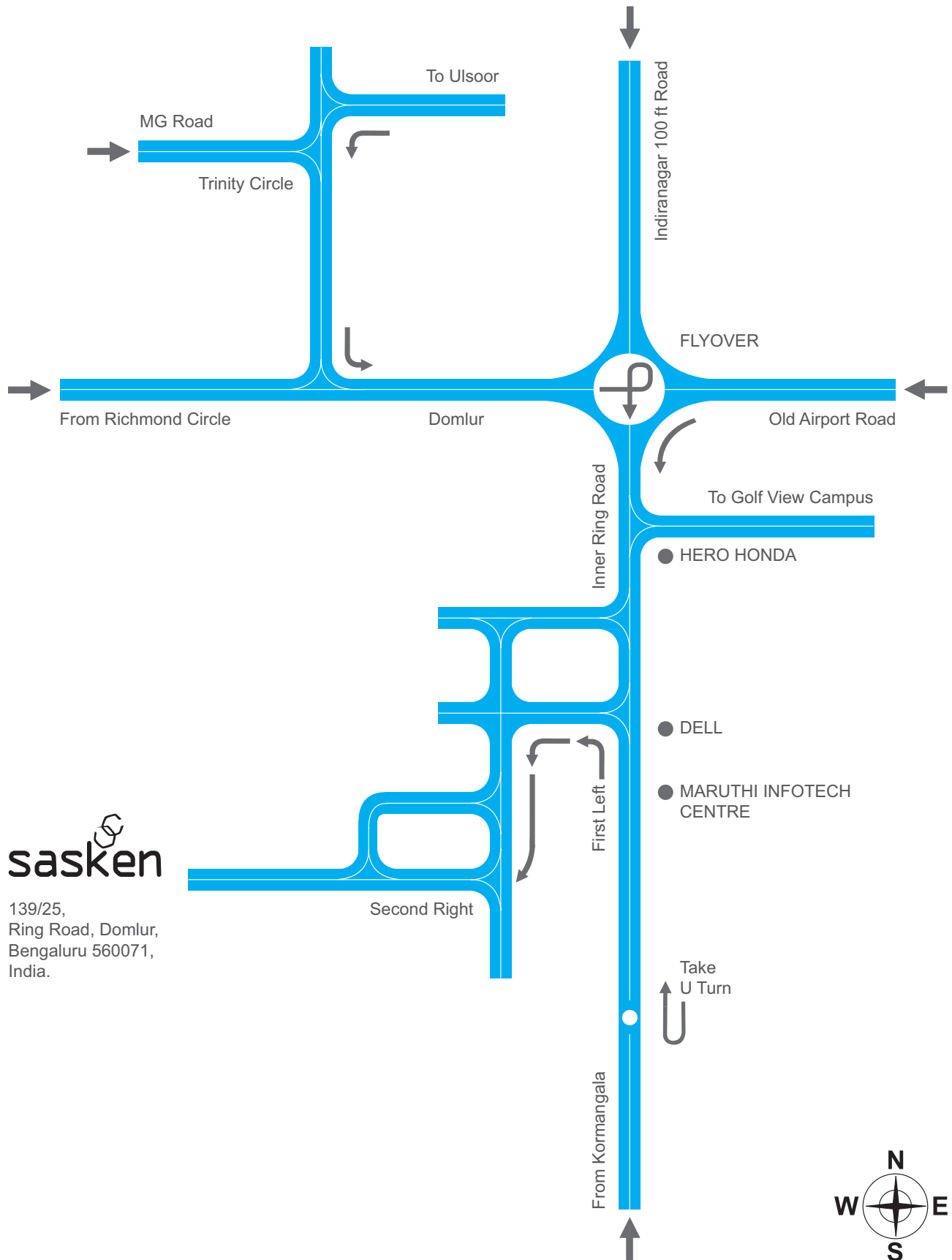
User ID	For Members holding shares in Demat Form:- a) For NSDL: 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 digits beneficiary ID  For Members holding shares in Physical Form: <u>Event No. followed by Folio Number registered with the Company</u>
Password	Your Unique password is printed on the attendance slip/sent via e-mail forwarded through the 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 Demat/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 the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT' i.e., Sasken Communication 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' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast any vote, select 'ABSTAIN'.
- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/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. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else click "CANCEL" to modify.
- xii. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s). However, the shareholders can attend the meeting and participate in the discussions, if any.
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer at e-mail ID: [scrutinizer@sasken.com](mailto:scrutinizer@sasken.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format "Corporate Name\_ EVENT No."
- 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 Karvy at Toll Free No. 1-800-3454-001.



## Annexure to Notice (Contd.)

2. The e-voting period commences on Friday, July 15, 2016 at 9.00 a.m. and ends on Tuesday, July 19, 2016 at 5.00 p.m. (both days inclusive). Please note that e-voting mode shall not be allowed beyond 5.00 p.m. on Tuesday, July 19, 2016. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut - off date, being Wednesday, July 13, 2016, 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 Meeting.
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. Wednesday, July 13, 2016, 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> Event number+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 Wednesday, July 13, 2016.
5. The Board of Directors have appointed Mr. Gopalakrishnaraj H.H., 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 of the Company.
7. The Results 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 communication of the same to the BSE Limited and the National Stock Exchange of India Limited.



**sasken**

139/25,  
Ring Road, Domlur,  
Bengaluru 560071,  
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 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	
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

- Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_ or failing him/her
- Name \_\_\_\_\_ Address \_\_\_\_\_  
E-mail ID \_\_\_\_\_ Signature \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Twenty Eighth Annual General Meeting of the Company to be held on July 20, 2016 at 4.00 p.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 (Ordinary/Special)	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, 2016, together with the reports of the Directors and the Auditors thereon.	Ordinary			
2.	Confirming the payment of: (a) 1 <sup>st</sup> interim dividend of ₹3 per equity share paid in October 2015; and (b) 2 <sup>nd</sup> interim dividend of ₹4 per equity share and special dividend of ₹25 per equity share paid in March 2016, aggregating ₹32 per equity share.	Ordinary			
3.	Re-appointment of Ms. Neeta S. Revankar (DIN: 00145580) who retires by rotation.	Ordinary			
4.	Re-appointment of Mr. Pranabh D. Mody (DIN: 00035505) who retires by rotation.	Ordinary			

Sl. No.	Particulars	Type of resolution (Ordinary/Special)	No. of shares held	Optional*	
				I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
5.	Re-appointment of M/s. S.R. Batliboi & Associates LLP as Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General meeting and to fix their remuneration.	Ordinary			
<b>Special Business</b>					
6.	Appointment of Mr. Sunirmal Talukdar (DIN: 00920608) as an Independent Director.	Ordinary			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016.

Affix Re.1  
Revenue  
stamp

Signature of shareholder \_\_\_\_\_

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. For a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.