

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001

28th September, 2015

By Courier / E-mail / Web Upload

Dear Sirs,

Sub: Application under Clause 24(f) of the Listing Agreement for the proposed scheme of Amalgamation between Sasken Network Engineering Limited (Transferor Company) and Sasken Communication Technologies Limited (Transferee Company)
Ref: Scrip Code 532663 / SASKEN

With reference to the above stated subject and in terms of Clause 24(f) of the Listing Agreement, we wish to inform you that the Board of Directors of the Company at its meeting held on 14th September, 2015 has approved the draft Scheme of Amalgamation of Sasken Network Engineering Limited, the wholly owned subsidiary with Sasken Communication Technologies Limited, the holding Company.

In this regard, we are herewith submitting the Application under Clause 24(f) of the Listing Agreement. Please also find enclosed a Cheque bearing No. 044448 dated 21st September, 2015 drawn on Citi Bank favoring BSE Limited for Rs.1,04,000/- (After deduction of TDS of Rs.10,000/-).

We will be pleased to provide any clarification as you may require in this regard. We request you to kindly grant your approval to the Scheme of Amalgamation at your earliest convenience.

Thanking you,

Yours faithfully,
For Sasken Communication Technologies Ltd.

S Prasad
Associate Vice President & Company Secretary

Email: prasad.s@sasken.com

.....
Sasken Communication Technologies Ltd.

139/25, Domlur Ring Road, Bangalore - 560 071, India
CIN - L72100KA1989PLC014226, E-mail - info@sasken.com
T - 91 80 6694 3000, F - 91 80 3981 3329
www.sasken.com

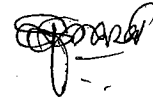
Documents required to be submitted for approval under Clause 24(f) of the Listing Agreement, for the Scheme of Amalgamation / Arrangement (including reduction in capital, arrangement with creditors, etc) proposed to be filed under sections 391, 394 and 101 of the Companies Act, 1956

Sr. No.	Documents to be submitted alongwith application under Clause 24(f) of the Listing Agreement	Page Nos.
1.	Certified true copy of the resolution passed by the Board of Directors of the company.	1-4
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court.	5-23
3.	Valuation report from Independent Chartered Accountant as applicable as per Para 4 of SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013.	24-25
4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	26-28
5.	Fairness opinion by Merchant Banker	29-40
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per Clause 35 of the Listing Agreement.	41-49
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I	50-51
8.	Compliance Report as per clause 49 of the listing agreement per Annexure II	52
9.	Complaint report as per Annexure III . (To be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme).	Will be submitted within 7 days of expiry of 21 days from the date of filing of Draft Scheme with the Exchange
10.	Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 as per Annexure IV	53-54
11.	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para 5.16(a), is not applicable then as required under Para 5.16 (b), submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Para 5.16(a). b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	55 1-5
12.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	1-5
13.	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V .	56-59
14.	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	60
15.	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI .	61
16.	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII .	62-63
17.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment as specified in the Clause 24(i) of the listing agreement, as per the format given in SEBI circular CIR/CFD/DIL/1/2014 dated March 25, 2014 enclosed as Annexure VIII .	64
18.	Annual Reports of the transferee/resulting and transferor/demerged companies for the last financial year.	65-104



19.	<p>Processing fee (non-refundable) payable will be as below, <u>favoring 'BSE Limited'</u></p> <p>Rs.1,00,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger</p> <p>Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger.</p>	<p>Yes (Cheque of Rs.1,04,000/-) is enclosed with the letter.</p>
20.	<p>Name & Designation of the Contact Person</p> <p>Telephone Nos. (landline & mobile)</p> <p>Email ID.</p>	<p>S.Prasad</p> <p>Associate Vice President & Company Secretary</p> <p>Tel: (91) 80 6694 4906</p> <p>Mobile :91 9449368586</p> <p>prasad.s@sasken.com</p>

For SASKEN COMMUNICATION TECHNOLOGIES LTD.



Company Secretary



EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF SASKEN
COMMUNICATION TECHNOLOGIES LIMITED HELD ON 14TH SEPTEMBER, 2015 AT ITS REGD.
OFFICE.

Approval of the Scheme of Amalgamation of Sasken Network Engineering Limited ("Transferor Company") with Sasken Communication Technologies Limited ("Transferee Company")

RESOLVED THAT, pursuant to the provisions of Section 391 to 394 and other applicable provisions, if any, of the Companies Act, 1956, Companies Act, 2013 (to the extent applicable upon notification of relevant provisions, and Rules 67 to 87 of the Companies (Court) Rules 1959 (Rules), Section 2(1B) and other applicable provisions, if any of the Income-Tax Act 1961 and Clause III(B)(17) of the Object Clause of the Memorandum of Association of Sasken Communication Technologies Ltd. ("**the Company**" or "**the Transferee Company**") and subject to requisite approval of the shareholders, creditors of the Company, if required and such other Statutory / Government authority(ies), as may be necessary or as may be directed by the Hon'ble High Court of Karnataka and subject to such terms and conditions and modification(s) as may be imposed, prescribed, or suggested by the Hon'ble High Court of Karnataka, Securities and Exchange Board of India, Stock Exchanges where the shares of the Company are listed or any other appropriate authorities and in consideration of the recommendation of the Audit Committee, approval of the Board of Directors be and is hereby accorded for the merger of Sasken Network Engineering Ltd., a 100% whole owned subsidiary of the Company, with registered office in Bengaluru ("**SNEL**" or "**Transferor Company**") with the Company with effect from 1st April, 2015 ("**Appointed Date**") as per the terms and conditions mentioned in the Scheme of Amalgamation of SNEL with the Company and their shareholders and creditors (hereinafter referred to as the "**Scheme**").

FURTHER RESOLVED THAT, since the Transferor Company is a 100% wholly owned subsidiary of the Company, no consideration/share shall be paid / issued pursuant to the Scheme and the shares held by the Company in the Transferor Company will get cancelled without any further act, application or deed.

FURTHER RESOLVED THAT, the Report from the Audit Committee dated 14th September, 2015 duly signed by the Chairman of the Audit Committee recommending the Scheme, and taking into consideration, *inter alia*, the undertaking of the Company on the non-applicability of Valuation Report from an Independent Chartered Accountant and Certificate obtained from the Statutory Auditors of the Company on the accounting treatment prescribed in the Scheme as placed before the Board be and is hereby accepted and noted.

FURTHER RESOLVED THAT, the Scheme as placed before the Board be and is hereby approved and initialed by the Chairman for the purpose of identification.

FURTHER RESOLVED THAT, the undertaking with regard to the non-applicability of requirements as prescribed in Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 read with Para 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 dated May 21, 2013 in respect of the Scheme duly certified by the Statutory Auditors of the Company i.e. S.R. Batliboi & Associates LLP, as placed before the Board, be accepted and approved.

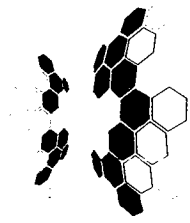
FURTHER RESOLVED THAT Mr. Rajiv C. Mody, Chairman & Managing Director, Ms. Neeta S. Revankar, Whole-time Director & CFO, Mr. B. Ramkumar, Vice-President - Finance, Mr. S. Prasad, Company Secretary be and are hereby severally authorized to:

Sasken Communication Technologies Ltd.

139/25, Domlur Ring Road, Bangalore - 560 071, India
CIN - L72100KA1989PLC014226, E-mail - info@sasken.com
T - 91 80 6694 3000, F - 91 80 3981 3329
www.sasken.com

①





FURTHER RESOLVED THAT, Mr. Rajiv C. Mody, Chairman & Managing Director, Ms. Neeta S. Revankar, Whole-time Director & CFO, Mr. B. Ramkumar, Vice-President - Finance, Mr. S. Prasad, Company Secretary be and are hereby severally authorized to:

- a) make such alterations and changes in the aforesaid Scheme as may be expedient or necessary for complying with the requirements or conditions imposed by the Hon'ble High Court or any such other appropriate authorities, provided that the prior approval of the Board shall be obtained for making any material changes in the said draft Scheme as approved in this meeting;
- b) take all the necessary steps in connection with making application to stock exchanges and signing, affirming and verifying applications, petitions, affidavits, forms, returns, deeds, documents, etc. before the Hon'ble High Court of Karnataka, Bengaluru if required and / or any other statutory or regulatory authorities;
- c) appear before the Registrar of Companies, Regional Director, Hon'ble High Court of Karnataka, Bengaluru, other intermediaries as may be required and/or any other Statutory or Regulatory Authorities on behalf of the Company in relation to the above;
- d) appoint and engage any merchant banker, advocates, practicing chartered accountants, practicing company secretaries or firm of advocates and solicitors, to represent the Company for approval of the aforesaid Scheme; and
- e) do all acts, deeds or things as may be required to give effect to the Scheme of Amalgamation with such modifications and conditions, if any, as may be stipulated by the Hon'ble High Court of Karnataka, Bengaluru or any other statutory authorities in granting approval to the Scheme.

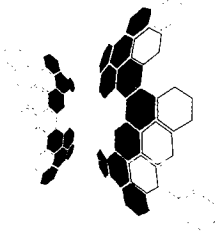
FURTHER RESOLVED THAT, on the relevant provisions of the Companies Act, 2013, coming into force the expressions "the High Court" in the aforesaid resolutions to the extent necessary, be construed as the "National Company Law Tribunal" or such other applicable Authority as may be notified.

FURTHER RESOLVED THAT, BSE Ltd. will be the Designated Stock Exchange for the purpose of coordinating with Securities and Exchange Board of India for the Scheme.

FURTHER RESOLVED THAT an extract of the resolution duly certified by the Company Secretary be provided to the concerned authorities.

For SASKEN COMMUNICATION TECHNOLOGIES LTD.


Company Secretary



**CERTIFIED TRUE COPY OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF
SASKEN NETWORK ENGINEERING LIMITED HELD ON 14TH SEPTEMBER, 2015 AT ITS REGD. OFFICE.**

Approval of the Scheme of Amalgamation of Sasken Network Engineering Limited ("Transferor Company") with Sasken Communication Technologies Limited ("Transferee Company")

RESOLVED THAT pursuant to the provisions of Section 39l to 394 and other applicable provisions, if any, of the Companies Act, 1956, Companies Act, 2013 (to the extent applicable upon notification of relevant provisions, and Rules 67 to 87 of the Companies (Court) Rules 1959 (Rules), Section 2(1B) and other applicable provisions, if any, of the Income-Tax Act, 1961 and Clause III(B)(17) of the Object Clause of the Memorandum of Association of the Company and subject to such terms and conditions and modification(s), as may be imposed, prescribed or suggested by the Hon'ble High Court of Karnataka, or any other appropriate authorities, approval of the Board of Directors be and is hereby accorded for the Scheme of Amalgamation of Sasken Network Engineering Limited ("the Company") with Sasken Communication Technologies Limited ("SCTL"), a company registered under the Companies Act, 1956 having its registered office at 139/25 Domlur Layout, Ring Road Domlur, Bengaluru 560 071, Karnataka, ("the Scheme") and their respective shareholders, in terms of the draft placed before the Board and initialed by the Chairman for the purpose of identification, which *inter alia* provides for the amalgamation of the Company with SCTL, a holding company of the Company, with effect from April 01, 2015 (the "Appointed Date").

FURTHER RESOLVED THAT since the Company is a 100% wholly owned subsidiary of SCTL, no consideration shall be paid /share be issued pursuant to the Scheme and the shares held by the Company in the Transferor Company will get cancelled without any further act, application or deed.

FURTHER RESOLVED THAT on the relevant provisions of the Companies Act, 2013, coming into force the expressions "the High Court" in the aforesaid resolutions to the extent necessary, be construed as the "National Company Law Tribunal" or such other applicable Authority as may be notified.

FURTHER RESOLVED THAT Mr. Rajiv C Mody, Ms. Neeta Revankar, Directors of the Company, Mr. B Ramkumar VP-Finance, Mr. S. Prasad, Company Secretary of Sasken Communication Technologies Ltd., be and are hereby severally authorized to take all the necessary steps for the merger of the Company with SCTL including and not limiting to the below steps:

- a) make such alterations and changes in the aforesaid Scheme as may be expedient or necessary for complying with the requirements or conditions imposed by the Hon'ble High Court or any such other relevant authorities, provided that prior approval of the Board shall be obtained for making any material changes in the said draft Scheme as approved in this meeting;
- b) take all the necessary steps in connection with making application for directions for holding or dispensing with meetings of the members and creditors of the Company and signing, affirming and verifying applications, petitions, affidavits, forms, returns, deeds, documents, etc., before the Hon'ble High Court of Karnataka, Bengaluru or any other statutory / regulatory authorities;

Sasken Network Engineering Limited

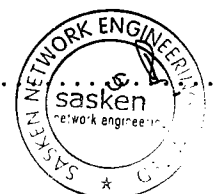
Registered Office : 7th Floor, 139/25, Domlur Ring Road, Bangalore - 560 071, India

CIN : U64202KA2004PLC034773, E-mail - info@sasken.com

T +91 80 3981 3000, 6694 3000 F +91 80 3981 3329

www.saskennetworks.com

3





- c) appear before the Registrar of Companies, Regional Directors, Official Liquidator, Hon'ble High Court of Karnataka, Bengaluru, other intermediaries as may be required and/or any other Statutory or Regulatory Authorities on behalf of the Company in relation to the above;
- d) appoint and engage any advocate, practicing Chartered Accountants, practicing Company Secretaries or firm of advocates and solicitors, to represent the Company for approval of the aforesaid Scheme; and
- e) do all acts, deeds or things as may be required to give effect to the scheme of Amalgamation with such modifications and conditions, if any, as may be stipulated by the Hon'ble High Court of Karnataka, Bengaluru or any other statutory authorities in granting approval to the Scheme.

FURTHER RESOLVED THAT a copy of the foregoing resolutions as certified by any one of the above authorised persons , be furnished to Stock Exchanges, Securities and Exchange Board of India, Registrar of Companies, Regional Directors, Hon'ble High Court of Karnataka, Bengaluru and/or any other Statutory Authorities as may be necessary and they be requested to act thereon.

For SASKEN NETWORK ENGINEERING LIMITED

Authorised Signatory

SCHEME OF AMALGAMATION

BETWEEN

SASKEN NETWORK ENGINEERING LIMITED
(Transferor Company)

AND

SASKEN COMMUNICATION TECHNOLOGIES LIMITED
(Transferee Company)

Under Sections 391 to 394 of the Companies Act, 1956

This Scheme of Amalgamation is presented pursuant to the provision of Sections 391 to 394 and other applicable provisions of the Companies Act, 1956 including the applicable provisions of the Companies Act, 2013, for amalgamation of Sasken Network Engineering Limited with Sasken Communication Technologies Limited.

This Scheme is divided into the following parts:

- (i) **Part A** - dealing with introduction and definitions;
- (ii) **Part B** - dealing with the amalgamation of Sasken Network Engineering Limited with Sasken Communication Technologies Limited; and
- (iii) **Part C** - dealing with general terms and conditions that will be applicable to Part B.



PART A

INTRODUCTION:

Sasken Network Engineering Limited ("SNEL"), a company incorporated under the Companies Act, 1956 in the State of Karnataka under Registration No.U64202KA2004PLC034773 dated September 29, 2004, is *inter-alia* engaged in the business of Installation, Commissioning, Re-deployment, Managed Services, RF Planning, Drive Testing, Optimization and Benchmarking of wireless networks.

Sasken Network Engineering Limited is a wholly owned subsidiary of Sasken Communication Technologies Limited.

Sasken Communication Technologies Limited ("SCTL"), a company incorporated under the Companies Act, 1956, is *inter-alia* engaged in the business of developing embedded communication software for companies across the communication value chain - Semiconductor Vendors, Network Equipment Manufacturers (NEMs), Terminal Device Vendors and Operators.

SCTL is listed both on BSE Ltd. and National Stock Exchange of India Ltd.

SNEL which is a wholly owned subsidiary of **SCTL**, was formed to provide among other things, networking and engineering services in the field of Telecom as well as to provide maintenance training and RF engineering services for mobile operators, internet service providers, satellite services, radio paging and other telecommunication services. Further, SCTL was originally incorporated on February 13, 1989 under the name and style "**Asic Technologies Private Limited**" under the provisions of the Companies Act, 1956. The name of the Transferee Company was changed from "**Asic Technologies Private Limited**" to "**Silicon Automation Systems (India) Private Limited**" and consequently a fresh certificate of incorporation consequent on change of name was issued to the Transferee Company on October 13, 1992. The registered office of the SCTL was shifted from the State of Gujarat to the State of Karnataka pursuant to the Order dated February 24, 1993 passed by the Hon'ble Company Law Board, Western Region Bench, Bombay and said Order was registered by the Registrar of Companies, Karnataka and a certificate of registration of change of registered office was issued to SCTL by the Registrar of Companies, Karnataka on April 20, 1993.

Thereafter, the Transferee Company which was initially a private limited company became a deemed public limited company, under the provisions of Section 43-A (2) with effect from June 30, 1998. Subsequently, the Transferee Company changed its name from "**Silicon Automation Systems (India) Private Limited**" to "**Silicon Automation Systems Limited**" and consequently a fresh certificate of incorporation on change of name was issued to SCTL on December 30, 1998. Pursuant



to this, the Transferee Company again changed its name from “**Silicon Automation Systems Limited**” to “**Sasken Communication Technologies Limited**” and consequently a fresh certificate of incorporation on change of name was issued to SCTL on October 17, 2000 (Registration No.L72100KA1989PLC014226).

Rationale and purpose of the Scheme:

SCTL’s core business focus has been delivering solutions for embedded communications systems. SCTL serves customers across the entire communications value chain and helps them accelerate product development life cycles. About a decade back, SCTL identified a niche area to extend its core capabilities to include areas such as Network Engineering, Network Performance and allied Technical Services. As these areas were complimentary to that of SCTL, but required focused efforts to build competencies to win and execute business, SCTL established a 100% subsidiary that was entirely focussed on this segment.

SCTL is considering engaging in broadening its market focus and address the growing need for next generation IT Services. The proliferation of technologies such as social media, mobility, analytics and cloud has necessitated major changes in the IT Infrastructure and Services of any modern day enterprise. The pervasive nature of mobility and SCTL’s strengths in the area makes the next generation IT services market attractive for SCTL. The merging of SNEL with SCTL will provide the right impetus to address the Infrastructure Services Management, which is one of the fastest growing segments in the IT Industry. The amalgamation will make it possible to achieve economies in scale as the IT Services areas as customer acquisition and fulfilment functions can jointly address the market more effectively. The provision of SCTL’s existing services combined with IT Services will also be more attractive to customers if they are delivered by one entity as it simplifies contracting and vendor management for the customers.

As a consequence of this amalgamation and corporate re-structuring, both the companies would have greater potential to develop and further grow and diversify with better optimization of funds and efficient utilization of resources. This would also simplify management structure leading to better administration and a reduction in costs from more focused operational efforts, rationalization, standardization and simplification of business processes.

In order to obtain the benefits of consolidated business, SNEL is sought to be amalgamated with SCTL.

The Board of Directors of the respective Companies earnestly hope that the proposed amalgamation would enure to the benefit of all the shareholders of the respective Companies including the creditors and employees of these companies.



1. DEFINITIONS:

In this Scheme, unless inconsistent with the subject or context, the following expressions shall have the following meanings:

- 1.1 **“Act”** means the Companies Act, 1956 or any statutory modification or re-enactment thereof and includes the applicable provisions of the Companies Act, 2013 and applicable Rules made thereunder to the extent notified.
- 1.2 **“Assets”** means all the business, undertakings, estates, assets, properties, rights, titles and interests of whatsoever nature and kind and wheresoever situated (in India or abroad), of the Transferor Company as on the Appointed Date and thereafter, including but not limited to:
- i. all assets, properties, whether moveable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present, future or contingent of whatever nature and wheresoever situated, free hold or lease hold, fixed or current, including capital works in progress, computers, servers & telecommunication equipment, computer hardware, software and programmes, plant & machinery, testing and laboratory equipment, office equipment, furniture & fixtures, licenses, vehicles, sundry debtors, cash & bank balances, loans & advances, prepayments, gratuity plan assets, deposits, buildings, godowns, warehouses, offices, inventories, bills of exchange, peripherals and accessories, other receivables, service tax refund receivable, CENVAT credit, Central Excise Duty, & Countervailing duty of Customs, VAT/GST credits, deferred tax, fringe benefit tax, advance tax, disputed tax deposited either voluntarily or by the order of any regulatory/appellate authority/Courts and other future tax input credits, including credits on account of tax deducted at source, minimum alternate tax, brought forward tax losses, goodwill, investment in shares, other investments, debentures, bonds, mutual funds, etc.
 - ii. all the registrations, permits, quotas, rights, entitlements, industrial and other licenses, software licenses, concessions, exemptions, sub-leases, no-objection certificates and certifications, incentives, reserves, deposits, provisions, funds, subsidies, grants, approvals, authorisations, consents, tenancies, roof rights, trademarks, service marks, patents, copyrights, all intellectual property rights and licenses thereunder, know-how, technical know-how, permits, designs, patterns, inventions, leasehold rights, leases, tenancy rights privileges, trade names, domain names, descriptions, trading style, franchises, labels, label designs, color schemes, utility models, holograms, bar codes, all other rights, benefits and entitlements including sales tax deferrals and other benefits, lease rights (including the benefit of any applications made thereof), powers and facilities of every kind, nature and description whatsoever, rights to use and avail of telephones, telexes, facsimile

connections, e-mail connections, communication facilities and installations, utilities, electricity and other services, benefits of all agreements, contracts and arrangements including lease rights, benefits under letter of credit, guarantees, letters of comfort etc. issued for the benefit of the Transferor Company, benefits under government schemes, deferred tax benefits and other benefits accruing on account of past expenditure and all such other interests/benefits;

- iii. all earnest moneys and/or security deposits;
- iv. all insurance policies; and
- v. all records, files, papers, engineering and process information, manuals, data, catalogues, quotations, sales and advertising materials, list of present and former customers and suppliers, customer credit information, customer pricing information and all other records pertaining to business.

- 1.3 **“Appointed Date”** means April 1, 2015 or such other date as the High Court may direct.
- 1.4 **“The Board”** means the Board of Directors of the respective Companies and includes any Committee thereof.
- 1.5 **“Companies”** means the Transferor Company and the Transferee Company, collectively.
- 1.6 **“Court”** means the Hon’ble High Court of Karnataka at Bangalore to which this Scheme of Amalgamation in its present form is submitted for sanctioning of the Scheme under Sections 391 to 394 of the Act, and shall include National Company Law Tribunal, as may be applicable.
- 1.7 **“Effective Date”** means the date on which the last of the approvals/events specified in Clause 18 of the Scheme are obtained/have occurred. References in this Scheme to the “date of coming into effect of this Scheme” or “date of coming into effect of the Scheme” shall mean the Effective Date.
- 1.8 **“Employee/s”** means the staff, workmen and employees on the payrolls of the Transferor Company including the employees and associates deputed to work with customers of the Transferor Company.
- 1.9 **“Liabilities”** means all the debts, secured and unsecured loans, all liabilities, present or future (including deferred tax liabilities and contingent liabilities), responsibilities, guarantees, obligations, provisions and duties of the Transferor Company, including all obligations of whatsoever kind including liabilities for payment of gratuity, leave, provident



fund, professional tax, sales tax, service tax, other statutory dues, employee stock purchase plan deductions and inter-company payables as on the Appointed Date and thereafter;

- 1.10 **“Shareholders”** means the persons registered as holders of equity shares of the Company concerned.
- 1.11 **“Scheme” or “the Scheme” or “this Scheme”** means this Scheme of Amalgamation in its present form or with any modification(s) approved or directed by the shareholders in general meetings and / or of the High Court of Karnataka pursuant to Clause 17 of the Scheme.
- 1.12 **“Transferor Company”** means **“Sasken Network Engineering Limited”** (SNEL) a company incorporated under the provisions of the Act and having its registered office at 139/25, Domlur Ring Road, Domlur, Bangalore 560 071.
- 1.13 **“Transferee Company”** means **“Sasken Communication Technologies Limited”** (SCTL) a company incorporated under the provisions of the Act and having its registered office at 139/25, Domlur Ring Road, Domlur, Bangalore 560 071.

PART B

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

- 2.1 The Scheme set out herein in its present form or with any modification(s) and amendment(s) made under Clause 17 of the Scheme shall be effective from the Appointed Date but shall be operative from the Effective Date and the Assets and Liabilities of the Transferor Company shall without any act or deed be and stand transferred to and vested in the Transferee Company, pursuant to Sections 391 and 394 of the Act subject to all charges, liens, mortgages, etc if any, then effecting the same or any part thereof.

3. SHARE CAPITAL

- 3.1 Based on the latest audited balance sheet as on March 31, 2015, the share capital of the Transferor Company is as under:

Authorised Capital	Amount (Rs.)
50,00,000 Equity Shares of Rs.10/- each	5,00,00,000
Issued, Subscribed & Paid-up Capital	
30,50,000 Equity Shares of Rs.10/- each fully paid up	3,05,00,000

There is no change in the capital structure of the Transferor Company after March 31, 2015 till the date of this Scheme being approved by its Board.



- 3.2 Based on the latest audited balance sheet as on March 31, 2015, the share capital of the Transferee Company is as under:

Authorised Capital	Amount (Rs.)
5,00,00,000 Equity Shares of Rs.10/- each	50,00,00,000
Issued, Subscribed & Paid-up Capital	
2,13,44,873 Equity Shares of Rs.10/-each fully paid up	21,34,48,730

Subsequent to March 31, 2015, the Transferee Company has issued 13,500 equity shares of Rs.10 each fully paid up on June 9, 2015. The Transferee Company had also bought back 36,56,560 equity shares of Rs.10 each at a price of Rs.260 per share during the period August 10, 2015 and August 24, 2015 pursuant to Section 68 of the Act and Securities & Exchange Board of India (Buy-back of Securities) Regulations, 1998 and extinguished those shares as of September 4, 2015. The revised share capital of the Transferee Company is as under (as of September 4, 2015).

Authorised Capital	Amount (Rs.)
5,00,00,000 Equity Shares of Rs.10/- each	50,00,00,000
Issued, Subscribed & Paid-up Capital	
1,77,01,813 Equity Shares of Rs.10/-each fully paid up	17,70,18,130

4. TRANSFER AND VESTING

- 4.1 Upon the Effective Date and with effect from the Appointed Date and subject to the provisions of this Scheme, all Assets and Liabilities shall, pursuant to Section 391 to 394 of the Act, without any further act, instrument or deed, be and stand transferred to and vested in and/or be deemed to have been and stand transferred to and vested in the Transferee Company as a going concern, subject, however, to all charges, liens, mortgages, if any, then affecting the same or any part thereof.
- 4.2 Without prejudice to the generality of the above, upon the Effective Date and with effect from the Appointed Date:
- All Assets shall, without any further act, instrument or deed and pursuant to Section 391 to 394 of the Act be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company on a going concern basis, so as to become the business, undertaking, estate, assets, properties, right, title and interest



of the Transferee Company but subject to all charges, liens, mortgages, if any, then affecting the same or part thereof;

- ii. All Liabilities shall also stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company on a going concern basis, without any further act or deed so as to become the liabilities, debts, duties, obligations, dues, loans and responsibilities of the Transferee Company on the same terms and conditions as was applicable to the Transferor Company. It shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, loans, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Scheme;

PROVIDED ALWAYS THAT this Scheme shall not operate to enlarge the security for any loan, deposit or facility created by or available to the Transferor Company which shall vest in the Transferee Company, by virtue of this Scheme and the Transferee Company shall not be obliged to create any further or additional security therefore after this Scheme has become effective or otherwise;

- iii. In respect of the Assets that are movable in nature or are otherwise capable of transfer by delivery or by endorsement and delivery including sundry debtors, outstanding loans and advances, bank balances and deposits shall stand transferred without requiring any further deed or instrument of conveyance for transfer of the same, and shall become property of the Transferee Company;
- iv. All immovable properties and rights and interests in immovable properties of the Transferor Company, whether freehold or leasehold or otherwise, all tenancies, and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Transferee Company, without any further act or deed done by the Transferor Company and/or the Transferee Company. The Transferee Company shall be entitled to and exercise all rights and privileges attached thereto and shall be liable to pay the ground rent, taxes and to fulfill all obligations in relation to or applicable to such immovable properties. The relevant authorities shall grant all clearances/permissions, if any, required for enabling the Transferee Company to absolutely own and enjoy the immovable properties in accordance with law. The substitution of the title to the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate authorities pursuant to the sanction of this Scheme by the Court in accordance with the terms hereof;



- v. In respect of such of Assets other than those referred to in sub-clause (iii) above, the same shall, as more particularly provided in sub-clause (i) above, without any further act, instrument or deed, be transferred to and vested in and/or be deemed to be transferred to and vested in the Transferee Company on and from the Appointed Date;
- vi. Any statutory and other licenses, registrations, permissions, exemptions, approvals or consents issued to carry on the operations including quality certifications of the Transferor Company shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory and other authorities concerned in favour of the Transferee Company upon the Scheme becoming effective. The benefit of all such statutory and regulatory permissions, licenses, environmental approvals and consents, tax registrations, customs authorities, service tax authorities or other licenses, exemptions, permissions and consents shall vest in and become available to the Transferee Company pursuant to this Scheme;
- vii. All approvals, quotas, rights, entitlements, licenses including those relating to trademarks, patents, copyrights, privileges, powers, facilities letter of allotments, of every kind and description of whatsoever nature in relation to the Transferor Company to which the Transferor Company, is a party or to the benefit of which the Transferor Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall be and remain in full force and effect in favor of or against the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or oblige thereto and the same shall be appropriately granted/mutated/recorded by the statutory authorities concerned therewith in favor of the Transferee Company upon the vesting and transfer of the Assets and Liabilities as the case may be, pursuant to this Scheme;
- viii. The Transferee Company, at any time after the Scheme becoming effective in accordance with the provisions hereof, if so required under any law or otherwise, will execute deeds of confirmation or other writings or arrangements with any party to any contract or arrangement to which the Transferor Company is a party in order to give formal effect to the above provisions. The Transferee Company shall, under the provisions of this Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company to carry out or perform all such formalities or compliances referred to above on the part of the Transferor Company;
- ix. All the benefits under the various incentive schemes and policies that the Transferor Company is entitled to, in relation to their operations, specifically but not limited to



the Software Technology Parks of India (STPI) granted to the Transferor Company shall upon the Scheme becoming effective and with effect from the Appointed Date be transferred to and vest in the Transferee Company and all benefits, entitlements and incentives of any nature whatsoever, shall be claimed by the Transferee Company and these shall relate back to the Appointed Date as if the Transferee Company was originally entitled to all benefits under such incentive scheme and/or policies; and

- x. Since each of the permissions, approvals, consents, sanctions, remissions, special reservations, holidays, incentives, concessions and other authorizations, shall stand vested by the order of sanction of the Court in the Transferee Company, the Transferee Company shall file the relevant intimations, for the record of the statutory authorities who shall take them on file, upon the Scheme becoming effective.

5. EMPLOYEES OF THE TRANSFEROR COMPANY

5.1 On the Scheme becoming effective, all Employees who are in service on the date immediately preceding the Effective Date shall become employees of the Transferee Company, and their employment with the Transferee Company shall be on the following terms and conditions:

- i. The Employees shall become employees of the Transferee Company without any break or interruption in service and terms and conditions of service applicable to such Employees shall not be less favorable than those applicable to them respectively prior to the Effective Date. Services of all Employees with the Transferor Company upto the Effective Date shall be taken into account for purposes of all retirement and other defined benefits for which they may be eligible. The Transferee Company further agrees that for the purposes of payment of any retrenchment compensation, gratuity and other terminal benefits such past services with the Transferor Company shall also be taken into account;
- ii. Specifically, the services of such Employees shall not be treated as having been broken or interrupted for the purposes of Provident Fund or Gratuity or Superannuation or statutory purposes or otherwise and for all purposes will be reckoned from the date of their respective appointments with the Transferor Company;
- iii. It is expressly provided that, on the Effective Date, the provident fund, gratuity fund or any other special fund or trusts created or existing for the benefit of the Employees shall be transferred to and shall get consolidated with the corresponding funds of the Transferee Company subject to complying with all regulatory/legal requirements/approvals under any law. The Transferee Company shall have the

obligation to make contributions to the said fund or funds in accordance with the provisions thereof as per the terms provided in the respective trust deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to such fund or funds shall become those of the Transferee Company. It is clarified that the services of the Employees will be treated as having been continuous for the purpose of the said fund or funds. From the date of acceptance of the Scheme by the respective Board of Directors of the Transferor Company and the Transferee Company, the Transferor Company shall not vary the terms and conditions of employment of its employees except in the ordinary course of business; and

Notwithstanding the above, the Board of Directors of the Transferee Company, if it deems fit and subject to applicable laws, shall be entitled to retain separate trusts within the Transferee Company for the erstwhile fund(s) of the Transferor Company.

6. LEGAL PROCEEDINGS

- 6.1 Upon the coming into effect of this Scheme, all suits, appeals, writ petition, revisions, claims, actions and other legal proceedings then pending by or against the Transferor Company pending and/or arising on or before the Effective Date shall thereafter be continued and be enforced by or against the Transferee Company as effectually as if the same had been pending and/or arising by or against the Transferee Company.
- 6.2 The Transferee Company undertakes to have accepted on behalf of itself, all suits, appeals, claims, actions and legal proceedings initiated by or against the Transferor Company referred to in sub-clause (6.1) transferred to its name and to have the same continued, prosecuted and enforced by or against the Transferee Company.

7. CONTRACTS, DEEDS, BONDS AND OTHER INSTRUMENT

Subject to the other provisions contained in this Scheme, all contracts, business/asset purchase agreements, memoranda of undertakings, memoranda of agreement, memoranda of agreed points, letters of agreed points, arrangements, undertakings whether written or otherwise, lease rights, deeds, bonds, other agreements, insurance policies, applications and instruments of whatsoever nature to which any of the Transferor Company is a party and having effect immediately before the Effective Date, shall remain in full force and effect in favor of and/or against the Transferee Company and may be enforced fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto. Upon the Scheme becoming effective, all such agreements shall be deemed to have been executed by the Transferee Company from the Appointed Date and the Transferee Company



shall be entitled to exercise all such rights as were vested with the Transferor Company under such agreements;

8. OPERATIVE DATE OF THE SCHEME:

The Scheme set out herein in its present form with or without any modifications(s) approved or imposed or directed by the High Court or made as per Clause 17 of the Scheme, shall be effective from the Appointed Date but shall become operative from the Effective Date.

9. CONDUCT OF BUSINESS UNTIL EFFECTIVE DATE

With effect from the Appointed Date and upto the Effective Date:

- 9.1 Transferor Company shall carry on, and be deemed to have carried on their business, operations or activities, and shall be deemed to have held and stood possessed of and shall hold and stand possessed of the assets, properties or liabilities on behalf of and / or in trust for the Transferee Company.
- 9.2 All profits or income accruing or arising to the Transferor Company, or losses arising or expenditure incurred by them, shall for all purposes be treated as, and be deemed to be treated as, the profits or income or losses or expenditure, as the case may be, of the Transferee Company.
- 9.3 All assets howsoever acquired by the Transferor Company for carrying on its business, operations or activities and the liabilities relating thereto shall be deemed to have been acquired and are also contracted for and on behalf of the Transferee Company.
- 9.4 The Transferee Company shall also be entitled, pending sanction of the Scheme, to apply to the Central Government, State Government, and all other agencies, department and statutory authorities concerned, wherever necessary, for such consents, approvals and sanctions which the Transferee Company may require including the registration, approvals, exemptions, relieves, etc., as may be required / granted under any law for the time being in force for carrying on business of the Transferor Company.
- 9.5 Transferor Company shall carry on its business, operations or activities with reasonable diligence and business prudence and in the same manner as they had been doing hitherto and can expand any new businesses, alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof in the ordinary course of business without the prior consent of the Transferee Company.
- 9.6 For the avoidance of doubt it is hereby clarified that nothing in this Scheme shall prevent the Transferee Company and the Transferor Company from declaring and paying dividends, whether interim or final, to their respective Shareholders.



It is clarified that the aforesaid provisions in respect of declaration of dividends, whether interim or final, are enabling provisions only and shall not be deemed to confer any right on any member of the Transferor Company and / or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the respective Board of Directors of the Transferor Company and the Transferee Company and subject, wherever necessary, to the approval of the Shareholders of the Transferor Company and the Transferee Company, respectively.

- 9.7 Without prejudice to the above, the Transferor Company from the date of filing this Scheme with the Court up to the Effective Date shall not make any change in their capital structure, whether by way of increase (by issue of equity shares on a rights basis, bonus shares or otherwise) decrease, reduction, reclassification, sub-division or consolidation, reorganisation, except under any of the following circumstances:
- i. By mutual consent of the respective Board of Directors of the Companies; or
 - ii. By way of any obligation already subsisting as on the date of filing this Scheme with the Court.
- 9.8 The Transferor Company, shall not, without the written consent of the Transferee Company, undertake any new business.
- 9.9 The Transferor Company, shall not vary the terms and conditions of the employment of their employees except in the ordinary course of business.
- 9.10 The Transferor Company shall pay all its statutory dues.
- 9.11 The transfer of assets, properties or liabilities and the continuance of proceedings by or against the Transferor Company shall not affect any transaction or proceedings already concluded by the Transferor Company on or after the Appointed Date to the end and intent that the Transferee Company accepts and adopts all acts, deeds, things done and executed by the Transferor Company, in regard thereto as done executed by the Transferee Company on behalf of itself.
- 9.12 The Transferee Company and the Transferor Company shall also be entitled to make an application for amending, cancelling or obtaining fresh registrations, as the case may be, under all applicable laws and legislations. The Transferee Company and Transferor Company would be entitled to make an application for amending licenses/ authorisations [including

but not limited to license/ authorization obtained under the Software Technologies Parks of India (STPI) Scheme].

10. ACCOUNTING TREATMENT

- 10.1 On the Scheme becoming effective, the Transferee Company shall account for the amalgamation in accordance with the 'pooling of interest' method referred to in Accounting Standard - 14, issued by the Institute of Chartered Accountants of India.
- 10.2 Upon coming into effect of this Scheme, to the extent that there are inter-company loans, advances, deposits, balances or other obligations as between the Transferor Company and Transferee Company, the obligation in respect thereof will come to an end and corresponding effect shall be given in the books of accounts and records of the Transferee Company for the reduction of any assets or liabilities as the case may be and there would be accrual of interest or any other charges in respect of such inter-company loans, deposits or balances, with effect from the Appointed Date.
- 10.3 In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the accounting policy followed by the Transferee Company shall prevail and the difference till the Appointed Date will be quantified and adjusted in accordance with the applicable Accounting Standards.

11. TAX TREATMENT

- 11.1 Any tax liabilities and rights or benefits under the Income-tax Act, 1961, Wealth Tax Act, 1957, Customs Act, 1962, Central Excise Act, 1944, Central Sales Tax Act, 1956, any other State Sales Tax / Value Added Tax laws, Service Tax, stamp laws as amended from time to time or other applicable laws/ regulations (hereinafter in this Clause referred to as "Tax Laws") dealing with taxes/ duties/ levies allocable or related to the business of the Transferor Company to the extent not provided for or covered by tax provision in the Accounts made as on the date immediately preceding the Transfer Date shall be transferred to Transferee Company.
- 11.2 All taxes (including income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.) paid or payable by the Transferor Company in respect of the operations and/or the profits of the business on and from the Appointed Date, shall be on account of the Transferee Company and, insofar as it relates to the tax payment (including without limitation income tax, wealth tax, sales tax, excise duty, customs duty, service tax, VAT, etc.), whether by way of deduction at source, advance tax or otherwise howsoever, disputed tax deposited either voluntarily or by the order of any regulatory/appellate authority/Courts by the Transferor Company in respect of the profits or activities or operation of the business

on and from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and, shall, in all proceedings, be dealt with accordingly.

- 11.3 Any refund under the Tax Laws received by / due to Transferor Company consequent to the assessments made on Transferor Company subsequent to the Appointed Date and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.
- 11.4 Without prejudice to the generality of the above, all benefits including under the income tax, sales tax, excise duty, customs duty, service tax, VAT, etc., to which the Transferor Company are entitled to in terms of the applicable Tax Laws of the Union and State Governments, shall be available to and vest in the Transferee Company.

12. CANCELLATION OF SHARES OF THE TRANSFEROR COMPANY

- 12.1 The Transferor Company is a wholly owned subsidiary of the Transferee Company and the Transferee Company along with nominee shareholders hold all the shares issued by the Transferor Company. On the amalgamation of the Transferor Company with the Transferee Company, no shares of the Transferee Company shall be issued or allotted in respect of the holding of the Transferee Company in the Transferor Company.
- 12.2 In consideration of the transfer and vesting of the Assets and Liabilities pursuant to this Scheme of Amalgamation of the Transferor Company with the Transferee Company, the entire share capital of the Transferor Company held by the Transferee Company along with the nominee shareholders shall stand cancelled without any further Act, application or deed.

13. INCREASE IN AUTHORISED SHARE CAPITAL OF THE TRANSFEREE COMPANY

- 13.1 Upon the Scheme coming into effect, the authorised share capital of the Transferee Company in terms of its Memorandum of Association and Articles of Association shall automatically stand aggregated and enhanced by the authorised share capital of the Transferor Company being Rs. 5,00,00,000 (Rupees five crores only), without any further act, instrument or deed on the part of the Transferee Company including payment of stamp duty and fees payable to the registrar of companies and the Memorandum of Association and Articles of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purpose of effecting this amendment, and no further resolution(s) under Section 13, Section 14, Section 61 or any other applicable provisions of the Companies Act, 2013, shall be required to be separately passed. For this purpose, the filing fees and stamp duty already paid by the Transferor Company on its authorised share capital shall be utilised

19

and applied to the increased share capital of the Transferee Company, and shall be deemed to have been so paid by the Transferee Company on such combined authorised share capital and, accordingly, the Transferee Company shall not be required to pay any fees/ stamp duty on the authorised share capital so increased.

It is further clarified that the approval of the members of Transferee Company to the Scheme shall be deemed to be their consent/ approval also to the alteration of the Memorandum of Association and Articles of Association of Transferee Company as may be required under the Act.

- 13.2 Consequent upon the amalgamation, the authorised share capital of the Transferee Company will be as under:

Authorised Capital	Amount (Rs.)
5,50,00,000 Equity Shares of Rs.10/- each	55,00,00,000
Total	55,00,00,000

- 13.3 Clause V of the Memorandum of Association of the Transferee Company stands amended as follows:

“The Authorised Share Capital of the Transferee Company is Rs. 55,00,00,000/- (Rupees Fifty Five Crores) comprising of 5,50,00,000 (Five Crore Fifty lakhs) Equity Shares of Rs.10/- each.”

14. WINDING UP

Upon this Scheme becoming effective, without any further act or deed the Transferor Company shall be dissolved without winding up.

15. APPLICATION TO THE COURT OR SUCH OTHER COMPETENT AUTHORITY

The Transferor Company being a wholly owned subsidiary of the Transferee Company, the Transferor Company shall alone, with all reasonable dispatch, make applications/petitions under Section 391 to 394 and other applicable provisions of the Act to the Court for seeking sanction of this Scheme and for dissolution of the Transferor Company without winding up under the provisions of the Act.



PART C

16. VALIDITY OF EXISTING RESOLUTIONS, ETC.

Upon the coming into effect of the Scheme, the resolutions of the Transferor Company as are considered necessary by the Board of Directors of the Transferee Company which are validly subsisting be considered as resolutions of the Transferee Company. If any such resolutions have any monetary limits approved under the provisions of the Act or of any other applicable statutory provisions, then the said limits, as are considered necessary by the Board of Directors of the Transferee Company, shall be added to the limits, if any, under the like resolutions passed by the Transferee Company.

17. MODIFICATIONS / AMENDMENTS TO THE SCHEME

- 17.1 If any Part of this Scheme hereof is invalid, ruled illegal by any Court of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Parties that such Part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part shall cause this Scheme to become materially adverse to any Party, in which case the Parties shall attempt to bring about a modification in the Scheme, as will best preserve for the Parties the benefits and obligations of the Scheme, including but not limited to such Part.
- 17.2 Transferor Company and Transferee Company represented by their respective Board of Directors, may make and/or consent to any modifications/amendments to the Scheme or to any conditions or limitations that the Court or any other authority may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them (i.e. the Board of Directors) and solve all difficulties that may arise for carrying out the Scheme and do all acts, deeds and things necessary for putting the Scheme into effect.
- 17.3 The Transferor Company and the Transferee Company shall be at liberty to withdraw from this Scheme, in case of any condition or alteration imposed by the Court or any other authority or any bank or financial institution is unacceptable to them or otherwise if so mutually agreed.
- 17.4 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between Transferee Company and the Transferor Company and their respective Shareholders and the terms and conditions of this Scheme, the latter shall prevail.

24

17.5 Transferor Company and/or Transferee Company by their respective Board of Directors shall be authorised to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or order of any other authority or otherwise however arising out of or under or by virtue of the Scheme and/or any matter concerned or connected therewith.

18. CONDITIONALITY OF THE SCHEME

This Scheme is conditional upon the following approvals/events and the Scheme shall be deemed to be effective on obtaining the last of the approvals and the occurrence of the last of the following events:

- i. The approval by the requisite majorities of the members and creditors (where applicable) of the Transferor Company as required under applicable law or as directed by the Court;
- ii. The sanction of the Scheme by the Court under section 391 to 394 of the Act or any amendments thereto and other applicable rules and regulations as the case may be; and
- iii. The certified/authenticated copies of the orders of the Court sanctioning the Scheme being filed with the Registrar of Companies, Karnataka, along with the requisite form.

19. EFFECT OF NON-RECEIPT OF APPROVALS / SANCTIONS

In the event of any of the said sanctions approvals not being obtained and/or the Scheme not being sanctioned by the Court or before December 31, 2016 or within such further periods or period as may be agreed upon by and between the Transferor Company and the Transferee Company (through their respective Boards of Directors), this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

20. COST, CHARGES AND EXPENSES

All costs, charges, fees, taxes including duties (including the stamp duty and/or transfer charges, if any, applicable in relation to this Scheme), levies and all other expenses, if any (save as expressly otherwise agreed) arising out of or incurred in carrying out and implementing the terms and conditions of this Scheme and matters incidental thereto shall be borne and paid by Transferee Company.



21. MISCELLANEOUS

- 21.1 In the event of any inconsistency between any of the terms and conditions of any earlier arrangement between Transferee Company and the Transferor Company and their respective Shareholders and the terms and conditions of this Scheme, the latter shall prevail.
- 21.2 If any part of this Scheme hereof is invalid, ruled illegal by the Court, or unenforceable under present or future laws, then it is the intention of the parties that such part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such part shall cause this Scheme to become materially adverse to any party, in which case the parties shall attempt to bring about a modification in the Scheme, as will best preserve for the parties the benefits and obligations of the Scheme.
-

For SASKEN COMMUNICATION TECHNOLOGIES LTD.


Company Secretary



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

12th & 13th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru-560 001, India
Tel : +91 80 6727 5000
Fax : +91 80 2210 6000

Auditors' Certificate

To,
The Board of Directors
Sasken Communication Technologies Limited
No. 139/25, Domlur Layout,
Ring Road, Domlur P.O.,
Bengaluru – 560 071

- 1) This certificate is issued in accordance with the terms of our engagement letter dated September 14, 2015.
- 2) The accompanying undertaking stating the reasons for non applicability of Paragraph 5.16 (a) as referred to in the circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities Exchange Board of India ("SEBI") (hereinafter referred to as the "Circular"), has been prepared by the Management of Sasken Communication Technologies Limited (the 'Company') pursuant to the requirements of paragraph 5.16(b) of the Circular in connection with the proposed scheme of amalgamation (hereinafter referred to as the "arrangement" or "scheme") between Sasken Communication Technologies Limited ('the Transferee Company') and Sasken Network Engineering Limited ('the Transferor Company'). We have initialled the Undertaking for identification purpose only. We have relied on the above undertaking and performed no further procedures in this regard.
- 3) The preparation of the Undertaking is the responsibility of the Management of the Company. The Management is also responsible for ensuring that the Company complies with the requirements of the circular and the Companies Act, 1956 including the applicable provisions of the Companies Act, 2013 in relation to the Proposed Scheme and for providing all the information to SEBI, Bombay Stock Exchange Limited and National Stock Exchange of India Limited (together referred to as "Stock Exchanges.").
- 4) Pursuant to the Circular, it is our responsibility to examine the Proposed Scheme and certify whether the requirements set out in Paragraph 5.16 (a) of the Circular for obtaining approval of public shareholders' through postal ballot and e-voting are applicable to the proposed Scheme.
- 5) On the basis of verification of the undertaking given by the Company and according to the information, explanations and specific representations received by us from the management, we certify that the conditions prescribed in paragraph 5.16 (a) of the Circular are not applicable to the Proposed arrangement for the reasons as mentioned by the Company in the Undertaking.
- 6) We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the aforesaid arrangement /scheme.



24

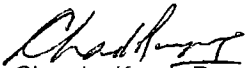
S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- 7) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, for their approval and necessary filing with the Stock Exchanges and should not be used by any other person or for any other purpose without our prior consent in writing.



For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration no.: 101049W


per Chandra Kumar Rampuria
Partner
Membership No.: 055729
Place: Bangalore
Date: September 14, 2015





Undertaking in relation to Non-Applicability of Valuation Report from an Independent Chartered Accountant as clarified in Para 4.2 & Para 4.4 of SEBI Circular No.CIR/CFD/DIL/8/2013 dated 21st May, 2013.

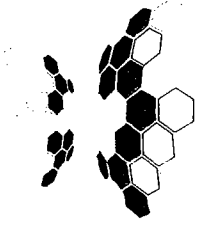
1. The entire share capital of Sasken Network Engineering Limited ("the Transferor Company" or "SNEL") is held by Sasken Communication Technologies Limited ("the Transferee Company" or "SCTL"). Accordingly, upon the proposed Scheme of Amalgamation and Arrangement of Sasken Network Engineering Limited with Sasken Communication Technologies Limited and their Shareholders and Creditors under Section 391 to 394 and other applicable provisions of the Companies Act, 1956 including the applicable provisions of the Companies Act, 2013 ("the Scheme") becoming effective, no shares of the Company will be allotted in lieu of the amalgamation of Transferor Company with the Transferee Company. Therefore, there will be no change in the Shareholding Pattern of the Company, post amalgamation and pursuant to the requirement of Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013 is not applicable to the proposed Scheme.
2. In view thereof and pursuant to the requirements of 'Valuation Report from an Independent Chartered Accountant' as stated in Para (I) (A) read with Part A, Annexure I of the SEBI Circular No. CIR/CFD/DIL/5/2013 dated February 4, 2013 is not applicable to the Proposed Scheme as clarified by Para 4.2 & Para 4.4 of revised SEBI Circular No. CIR/CFD/DIL/8/2013 dated 21st May, 2013.

For Sasken Communication Technologies Limited

S. Prasad
Associate Vice President & Company Secretary

Dated: 9th September, 2015





Report of the Audit Committee of Sasken Communication Technologies Limited
dated 14th September, 2015

Members Present:

Mr. Bansi S. Mehta

Prof J. Ramachandran

Dr. Ashok Jhunjunwala

1. Background:

The Company placed before the Audit Committee the Scheme of Amalgamation of Sasken Network Engineering Limited, a wholly owned subsidiary with the Company for its consideration and recommendation to the Board of Directors the terms and conditions mentioned in the draft Scheme of Amalgamation (Scheme) at its forthcoming meeting to be held on 14th September, 2015.

This report of the Audit Committee is for recommending the draft Scheme of Amalgamation to the Board of Directors as required under SEBI Circular Nos. CIR/CFD/DIL/5/2013 dated 4th February, 2013 and CIR/CFD/DIL/8/2013 dated 21st May, 2013, (Circulars).

In the light of the above Circulars, the Audit Committee at its meeting held on 14th September, 2015 considered the following documents:

- a) Draft Scheme of Amalgamation;
- b) Shareholding Pattern Pre and Post Amalgamation;
- c) Undertaking of the Company on the non-applicability of Valuation Report from an Independent Chartered Accountant;
- d) Certificate obtained from the Statutory Auditors of the Company on the accounting treatment prescribed in the Scheme.



A decorative graphic in the top left corner consisting of a cluster of black and white hexagons arranged in a honeycomb pattern.

2. Proposed Scheme of Amalgamation:

2.1 Rationale for the proposed Scheme of Amalgamation :

The Scheme envisages the amalgamation of Sasken Network Engineering Limited (Transferor Company) with Sasken Communication Technologies Limited (Transferee Company), resulting in consolidation of the business in one entity and strengthening the position of the merged entity, by enabling it to harness and optimize the synergies of both the companies. Accordingly, it would be in the best interests of the Transferor Company and the Transferee Company. The proposed amalgamation of the Transferor Company with the Transferee Company is in line with the global trends to achieve size, scale, integration, greater financial strength and flexibility and in the interests of maximizing shareholder value. The merged entity is likely to achieve higher long-term financial returns than could be achieved by the companies individually. The Transferor Company and the Transferee Company believe that the financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies, productivity gains, and logistic advantages, thereby significantly contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that the Scheme of Amalgamation would benefit the respective companies and other stakeholders of respective companies, inter-alia, on account of the following reasons:

- (i) Enable the Transferee Company to use the resources of the Transferor Company and generate synergy in operations; and
- (ii) Reduction of overheads and other expenses, facilitate administrative convenience and ensure optimum utilization of available services and resources.

A handwritten signature in black ink, appearing to be "LS" followed by a horizontal line.



2.2 The salient features of the Scheme are as under:

- (i) The present Scheme of Amalgamation provides for the amalgamation of Sasken Network Engineering Limited with Sasken Communication Technologies Limited
- (ii) Appointed date being 1st April, 2015
- (iii) No shares would be issued to the shareholders of Transferor Company pursuant to the Scheme, since Transferor Company is a wholly owned subsidiary of the Transferee Company.

2.3 The Audit Committee noted that the Company has obtained a certificate from its Statutory Auditors that the accounting treatment contained in the proposed Scheme is not in violation of the requirements of Section 133 of the Companies Act, 2013.

3. Recommendations of the Audit Committee:

Based on the above, the Audit Committee recommends the draft Scheme to the Board of Directors of the Company, for its favorable consideration.

Chairman Audit Committee



For SASKEN COMMUNICATION TECHNOLOGIES LTD.

Company Secretary

QUINTESSENCE ENTERPRISES PVT. LTD.
SEBI Registered Category-I Merchant Banker



The Board of Directors
M/s SASKEN COMMUNICATION TECHNOLOGIES LIMITED
139/25, Ring Road, Domlur
Bengaluru 560 071, India

Dear Sirs,

21st, Sept, 2015

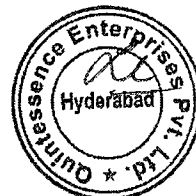
Sub: Fairness opinion on the proposed Scheme of Amalgamation between
Sasken Network Engineering Limited (Transferor Company) and
Sasken Communication Technologies Limited (Transferee Company)

We, Quintessence Enterprises Pvt. Ltd., ('QEPL'), refer to our offer letter dated 8th Sept, 2015 which has been duly accepted by you, whereby you have appointed us as an Independent Merchant Banker for furnishing a 'Fairness Opinion' on the proposed Scheme of Amalgamation between Sasken Network Engineering Limited (Transferor Company) a wholly owned subsidiary with its holding company Sasken Communication Technologies Limited (Transferee Company).

MERCHANT BANKER – QUINTESSENCE ENTERPRISE PVT LTD (QEPL)

QEPL formed in 1999, is a Category – I, Merchant Banking company, based in Hyderabad, Andhra Pradesh, having its registered office at 'NANDANAM' 8-2-603/1/VP, Plot No. 8A, Road No. 10, Banjara Hills, Hyderabad – 500034, and Administrative office at 8-2-603/B/33/A/9, B - 201, Zahera Nagar, Road No. 10, Banjara Hills, Hyderabad - 500034. It is SEBI registered with Registration Code INM000011997 valid till 31/07/2017, as Category I Merchant Banker.

Fairness Opinion on SCTL



Page | 1

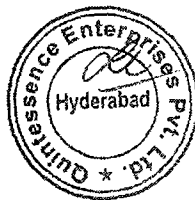
BACKGROUND/ PURPOSE

We understand that the managements of M/s Sasken Network Engineering Limited (SNEL) and M/s Sasken Communication Technologies Limited (SCTL) are proposing a Scheme of Amalgamation wherein M/s Sasken Network Engineering Limited will be amalgamated with the parent company M/s Sasken Communication Technologies Limited with effect from the appointed date which is 1st April, 2015. This is proposed to be achieved by a Scheme of Amalgamation under the provisions of Sec 391-394 of the Companies Act, 1956, including the applicable provisions of the Companies Act, 2013, and any amendments and/or re-enactment thereof, for the time being in force.

In this connection we have been requested by Sasken Communication Technologies Limited, transferee company to render our professional services by issuing a fairness opinion as per clause 24(h) of the Listing Agreement on the Scheme of Amalgamation.

The Transferor Company Sasken Network Engineering Limited is a wholly owned subsidiary of the Transferee Company and the entire Share Capital is held by the Transferee Company only. Accordingly there would be no issue of equity shares of the Transferee Company to the shareholders of the Transferor Company. Pursuant to the vesting of the undertaking in the Transferee Company the equity shares of the Transferor Company shall automatically stand cancelled and extinguished.

As per para 5.16 (a) of circular no. CIR/CFD/DIL/ dated May 21st 2013, issued by SEBI, in such a situation no valuation is required and the above Scheme seems to be fair and reasonable since the shareholders of Sasken Communication Technologies Limited will continue to remain the beneficial owners of M/ Sasken Communication Technologies Limited in the same proportion they held before the Scheme.



'Valuation Report from an Independent Chartered Accountant' need not be required in cases where there is no change in the shareholding pattern of the listed company. In such cases, the listed entities shall furnish an undertaking certified by the auditor and duly approved by the Board of the company clearly stating the reasons for non-applicability of Para 5.16 (a).

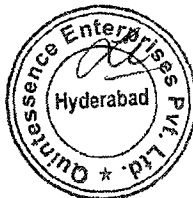
The company has given such an undertaking dated 9th September, 2015 which has been certified by the Auditors S.R.Batlilboi & Associates,LLP, Chartered Accountants, as on 14th Sept,2015 having their address at 12th & 13th Floor, UB City,Canberra Block no 24,Vittal Mallya Road, Bangalore-560001.

Based on the above certified undertaking we feel that the Scheme is fair and reasonable

RATIONALE OF THE SCHEME

SCTL's core business focus has been delivering solutions for embedded communications systems. SCTL serves customers across the entire communications value chain and helps them accelerate product development life cycles. About a decade back, SCTL identified a niche area to extend its core capabilities to include areas such as Network Engineering, Network Performance and allied Technical Services. As these areas were complimentary to that of SCTL, but required focused efforts to build competencies to win and execute business, SCTL established a 100% subsidiary that was entirely focussed on this segment.

SCTL is considering engaging in broadening its market focus and address the growing need for next generation IT Services. The proliferation of technologies such as social media, mobility, analytics and cloud has necessitated major changes in the IT Infrastructure and Services of any modern day enterprise. The pervasive nature of mobility and SCTL's strengths in the area makes the next generation IT services market attractive for SCTL.



The merging of SNEL with SCTL will provide the right impetus to address the Infrastructure Services Management, which is one of the fastest growing segments in the IT Industry. The amalgamation will make it possible to achieve economies in scale as the IT Services areas as customer acquisition and fulfilment functions can jointly address the market more effectively. The provision of SCTL's existing services combined with IT Services will also be more attractive to customers if they are delivered by one entity as it simplifies contracting and vendor management for the customers.

As a consequence of this amalgamation and corporate re-structuring, both the companies would have greater potential to develop and further grow and diversify with better optimization of funds and efficient utilization of resources. This would also simplify management structure leading to better administration and a reduction in costs from more focused operational efforts, rationalization, standardization and simplification of business processes.

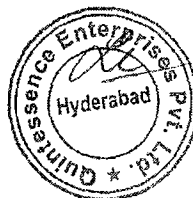
In order to obtain the benefits of consolidated business, SNEL is sought to be amalgamated with SCTL.

The Board of Directors of the respective Companies earnestly hope that the proposed amalgamation would enure to the benefit of all the shareholders of the respective Companies including the creditors and employees of these companies.

COMPANIES

Sasken Communication Technologies Limited (SCTL)

"Transferee Company" means Sasken Communication Technologies Limited ("SCTL"), a company incorporated under the Companies Act, 1956, is inter-alia engaged in the business of developing embedded communication software for companies across the communication value chain – Semiconductor Vendors, Network Equipment Manufacturers (NEMs), Terminal Device Vendors and Operators.

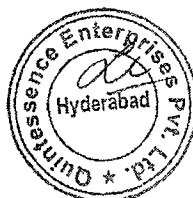


SCTL was originally incorporated on February 13, 1989 under the name and style "Asic Technologies Private Limited" under the provisions of the Companies Act, 1956. The name of the Transferee Company was changed from "Asic Technologies Private Limited" to "Silicon Automation Systems (India) Private Limited" and consequently a fresh certificate of incorporation consequent on change of name was issued to the Transferee Company on October 13, 1992. The registered office of the SCTL was shifted from the State of Gujarat to the State of Karnataka pursuant to the Order dated February 24, 1993 passed by the Hon'ble Company Law Board, Western Region Bench, Bombay and said Order was registered by the Registrar of Companies, Karnataka and a certificate of registration of change of registered office was issued to SCTL by the Registrar of Companies, Karnataka on April 20, 1993.

Thereafter, the Transferee Company which was initially a private limited company became a deemed public limited company, under the provisions of Section 43-A (2) with effect from June 30, 1998. Subsequently, the Transferee Company changed its name from "Silicon Automation Systems (India) Private Limited" to "Silicon Automation Systems Limited" and consequently a fresh certificate of incorporation on change of name was issued to SCTL on December 30, 1998. Pursuant to this, the Transferee Company again changed its name from "Silicon Automation Systems Limited" to "Sasken Communication Technologies Limited" and consequently a fresh certificate of incorporation on change of name was issued to SCTL on October 17, 2000 (Registration No.L72100KA1989PLC014226).

SCTL is listed both on BSE Ltd. and National Stock Exchange of India Ltd.

Based on the latest audited balance sheet as on March 31, 2015, the share capital of the Transferee Company is as under:



SCTL SHAREHOLDING as on March 31, 2015

Authorised Capital	Amount (Rs.)
5,00,00,000 Equity Shares of Rs.10/- each	50,00,00,000
Issued, Subscribed & Paid-up Capital	
2,13,44,873 Equity Shares of Rs.10/-each fully paid up	21,34,48,730

Subsequent to March 31, 2015, the Transferee Company has issued 13,500 equity shares of Rs.10 each fully paid up on June 9, 2015. The Transferee Company had also bought back 36,56,560 equity shares of Rs.10 each at a price of Rs.260 per share during the period August 10, 2015 and August 24, 2015 pursuant to Section 68 of the Act and Securities & Exchange Board of India (Buy-back of Securities) Regulations, 1998 and extinguished those shares as of September 4, 2015. The revised share capital of the Transferee Company is as under (as of September 4, 2015).

SCTL SHAREHOLDING AFTER BUYBACK

Authorised Capital	Amount (Rs.)
5,00,00,000 Equity Shares of Rs.10/- each	50,00,00,000
Issued, Subscribed & Paid-up Capital	
1,77,01,813 Equity Shares of Rs.10/-each fully paid up	17,70,18,130

Sasken Network Engineering Limited (SNEL)

"Transferor Company" **Sasken Network Engineering Limited ("SNEL")**, a company incorporated under the Companies Act, 1956 in the State of Karnataka under Registration No.U64202KA2004PLC034773 dated September 29, 2004, is *inter-alia* engaged in the business of Installation, Commissioning, Re-deployment, Managed Services, RF Planning, Drive Testing, Optimization and Benchmarking of wireless networks.

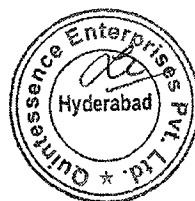
SNEL which is a wholly owned subsidiary of **SCTL**, was formed to provide among other things, networking and engineering services in the field of Telecom as well as to provide maintenance training and RF engineering services for mobile operators, internet service providers, satellite services, radio paging and other telecommunication services.

Based on the latest audited balance sheet as on March 31, 2015, the share capital of the Transferor Company is as under:

SNEL SHAREHOLDING as on 31st March 2015

Authorised Capital	Amount (Rs.)
50,00,000 Equity Shares of Rs.10/- each	5,00,00,000
Issued, Subscribed & Paid-up Capital	
30,50,000 Equity Shares of Rs.10/- each fully paid up	3,05,00,000

There is no change in the capital structure of the Transferor Company after March 31, 2015 till the date of this Scheme being approved by its Board.



EFFECT OF AMALGAMATION

The Transferor Company is a wholly owned subsidiary of the Transferee Company and the entire Share Capital is held by the Transferee Company only. Accordingly there would be no issue of equity shares of the Transferee Company to the shareholders of the Transferor Company. Pursuant to the vesting of the undertaking in the Transferee Company the equity shares of the Transferor Company shall automatically stand cancelled and extinguished In consideration of the transfer and vesting of the Assets and Liabilities pursuant to this Scheme of Amalgamation of the Transferor Company with the Transferee Company, the entire share capital of the Transferor Company held by the Transferee Company along with the nominee shareholders shall stand cancelled without any further Act, application or deed.

With effect from the Appointed Date and upon the Scheme becoming effective the Transferor Company shall stand dissolved without being wound up.

Consequent upon the amalgamation, the authorised share capital of the Transferee Company will be as under:

Authorised Capital	Amount (Rs.)
5,50,00,000 Equity Shares of Rs.10/- each	55,00,00,000
Total	55,00,00,000

SCTL PRE and POST AMALGAMATION SHAREHOLDING

SASKEN COMMUNICATION TECHNOLOGIES LIMITED
Shareholding Pattern of Sasken Communication Technologies Ltd as on 11th September, 2015

Category Code	Category of shareholder	Pre Merger		Post Merger	
		Total number of shares	% of holding	Total number of shares	% of holding
(A)	Promoter and Promoter Group	71,75,623	40.54	71,75,623	40.54
(B)	Public Shareholding				
(a)	Mutual Funds/UTI	75,000	0.42	75,000	0.42
(b)	Financial Institutions / Banks	6,582	0.04	6,582	0.04
(c)	Foreign Institutional Investors	18,76,498	10.60	18,76,498	10.60
(d)	Foreign Portfolio Investors	9,87,068	5.58	9,87,068	5.58
(e)	Bodies Corporate	4,14,280	2.34	4,14,280	2.34
(f)	Trust	10,000	0.06	10,000	0.06
(g)	Non Resident Indians	10,53,941	5.95	10,53,941	5.95
(h)	Directors & their relatives	9,95,704	5.62	9,95,704	5.62
(i)	Indian Public(other than those covered above)	51,07,117	28.85	51,07,117	28.85
	Total (A)+(B)	1,77,01,813	100.00	1,77,01,813	100.00

SOURCES OF INFORMATION

- A copy of the Memorandum and Articles of Association of both the companies
- Audited financial statements of the years ending 2014 and 2015, of both the companies
- Shareholding pattern before and after the Scheme
- A draft copy of the Scheme of Amalgamation.
- A certified copy of the Board Resolutions of both the companies
- A certified copy of the undertaking dated 9th September, 2015 for non-applicability of para 5.16 (a) of circular no. CIR/CFD/DIL/ dated May 21st 2013, issued by SEBI, which has been certified by the Auditors S.R.Batliboi & Associates,LLP, Chartered Accountants, as on 14th Sept,2015 having their address at 12th & 13th Floor, UB City,Canberra Block no 24, Vittal Mallya Road, Bangalore-560001.

OPINION ON Scheme of Amalgamation

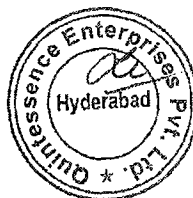
As Merchant Bankers furnishing an opinion about the fairness of the Scheme based on the information, material, data made available to us including the certified Undertaking and workings to the best of our knowledge and belief, the Scheme of Amalgamation is Fair.

LIMITATIONS & CAVEATS OF THE FAIRNESS OPINION

The assignment did not include the following:

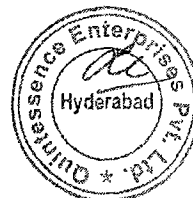
- Our fairness opinion is based on the information made available to us by the management of Sasken Communication Technologies Limited. Any subsequent changes to the financial and other information provided to us, may affect the result of value analysis set out in this report.

Fairness Opinion on: SCTL



Page | 10

- We have reviewed the information made available to us for over all consistency and have not carried out any detailed tests in the nature of audit to establish the accuracy of such statements and information. Accordingly, we assume no responsibility and make no representations with respect to the accuracy or completeness of any information provided by and on behalf of the company.
- Our Fairness Opinion should not be construed as investment advice, specifically, we do not express any opinion on the suitability or otherwise of entering into the proposed transaction.
- The information contained in this report is selective and is subject to updations, expansions, revisions and amendment, it does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent
- In rendering this Opinion, QEPL has not provided legal, regulatory, tax, accounting or actuarial advice and accordingly QEPL does not assume any responsibility in respect thereof. Further QEPL has assumed that the Scheme of Amalgamation will be implemented on the terms and conditions as set out in the draft Scheme of Amalgamation without any material changes to or waiver of its terms and conditions
- We hereby declare that we do not have any direct or indirect interest in the Companies / assets valued.
- This report is intended only for the sole use and information of both the companies and only in connection with the Scheme of Amalgamation including for the purpose of obtaining judicial and regulatory approvals for the Scheme of Amalgamation. We are not responsible in any way to any other person/party for any decision of



such person or party based on this report. Any person /party intending to provide finance / invest in the shares / business of any of the companies or their subsidiaries / joint venture / associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedure to ensure that they are making an informed decision.

- It is hereby notified that any reproduction, copying or otherwise quoting of this report or any part thereof, other than in connection with the Scheme of Amalgamation as aforesaid can be done only with our prior permission in writing.
- We acknowledge that this report will be shared to the extent as may be required with the relevant High Court, Stock Exchanges, advisors of the Companies in relation to the Scheme, as well as the Statutory authorities.

It may further be noted that in no circumstances shall the liability of **Quintessence Enterprises Private Limited (QEPL)**, its directors or employees related to the service provided in connection with this value analysis, exceed the amount paid to us as our fees for this opinion.

We highly appreciate the co-operation and support received by us from your representatives during preparation of the said Fairness Opinion Report

Thanking you,

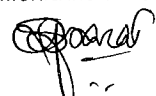
Yours faithfully,

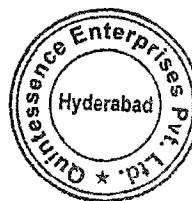
For and on behalf of
Quintessence Enterprises Private Limited


Lavanya Chandra
Executive Director

Hyderabad.

For **SASKEN COMMUNICATION TECHNOLOGIES LTD.**


Company Secretary



(1)(a) Statement showing shareholding pattern in Clause-35

Name of the Company: Sasken Communication Technologies Limited

SCRIP CODE / Name of the Scrip / Class of Security: 532663 / SASKEN / Equity

As on : 4th September, 2015

Partly paid-up shares	No. of partly paid-up shares	As a % of total no. of partly paid-up shares	As a % of total no. of shares of the Company
Held by Promoter/ Promoter Group	Nil	Nil	Nil
Held by Public			
Total:			
Outstanding convertible securities	No. of outstanding securities	As a % of total no. of outstanding convertible securities	As a % of total no. of shares of the Company assuming full conversion of the convertible securities
Held by Promoter/ Promoter Group	Nil	Nil	Nil
Held by Public			
Total:			
Warrants	No. of warrants	As a % of total no. of warrants	As a % of total no. of shares of the Company, assuming full conversion of warrants
Held by Promoter/ Promoter Group	Nil	Nil	Nil
Held by Public	Nil	Nil	Nil
Total:	Nil	Nil	Nil
Total paid-up capital of the Company, assuming full conversion of warrants and convertible securities	Rs. 17,70,18,130 comprising of 1,77,01,813 shares of Rs.10 each		



Sasken Communication Technologies Limited
Distribution of shareholding as on 4th September, 2015
(I)(a) Statement Showing Shareholding Pattern

Category Code	Category of shareholder	No of Shareholders	Total Number of Shares	No of Shares held in dematerialized form	Total shareholding as a % of total no. of shares		Shares pledge or otherwise encumbered	
					As a % of (A+B)	As a % of (A+B+C)	Number of shares	As a %
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(A)	PROMOTER AND PROMOTER GROUP							
(1)	INDIAN							
(a)	Individual /HUF	26	4,704,965	4,704,965	26.58	26.58	-	-
(b)	Central Government/State Government(s)	-	-	-	-	-	-	-
(c)	Bodies Corporate	11	1,807,283	1,807,283	10.21	10.21	-	-
(d)	Financial Institutions / Banks	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-
	Sub-Total A(1) :	37	6,512,248	6,512,248	36.79	36.79	-	-
(2)	FOREIGN							
(a)	Individuals (NRIs/Foreign Individuals)	5	663,375	663,375	3.75	3.75	-	-
(b)	Bodies Corporate	-	-	-	-	-	-	-
(c)	Institutions	-	-	-	-	-	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-
(e)	Others	-	-	-	-	-	-	-
	Sub-Total A(2) :	5	663,375	663,375	3.75	3.75	-	-
	Total A=A(1)+A(2)	42	7,175,623	7,175,623	40.54	40.54	-	-
(B)	PUBLIC SHAREHOLDING							
(1)	INSTITUTIONS							
(a)	Mutual Funds /UTI	1	75,000	75,000	0.42	0.42	-	-
(b)	Financial Institutions /Banks	2	6,782	6,782	0.04	0.04	-	-
(c)	Central Government / State Government(s)	-	-	-	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-	-	-	-
(e)	Insurance Companies	-	-	-	-	-	-	-
(f)	Foreign Institutional & Portfolio Investors	24	2,863,566	2,863,566	16.18	16.18	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-	-	-	-
(h)	Qualified Foreign Investor	-	-	-	-	-	-	-
(i)	Others	-	-	-	-	-	-	-
	Sub-Total B(1) :	27	2,945,348	2,945,348	16.64	16.64	-	-

42



(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)=(VIII)/(IV)*100
(2)	NON-INSTITUTIONS							
(a)	Bodies Corporate	425	433,745	433,745	2.45	2.45	-	-
(b)	Individuals							
	(i) Individuals holding nominal share capital upto Rs.1 lakh	25,036	3,914,749	3,783,850	22.11	22.11	-	-
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	43	1,151,955	1,091,005	6.51	6.51	-	-
(c)	OTHERS							
	(i) Relatives of Directors and PAC	9	525,753	525,653	2.97	2.97	-	-
	(ii) Directors	7	469,951	469,951	2.65	2.65	-	-
	(iii) Non Resident Indians	312	1,055,764	954,718	5.96	5.96	-	-
	(iv) Clearing Members	62	18,925	18,925	0.11	0.11	-	-
	(v) Trusts	1	10,000	10,000	0.06	0.06	-	-
(d)	Qualified Foreign Investor	-	-	-	-	-	-	-
	Sub-Total B(2) :	25,895	7,580,842	7,287,847	42.83	42.83	-	-
	Total B=B(1)+B(2) :	25,922	10,526,190	10,233,195	59.46	59.46	-	-
	Total (A+B) :	25,964	17,701,813	17,408,818	100.00	100.00	-	-
(C)	Shares held by custodians, against which Depository Receipts have been issued							
(1)	Promoter and Promoter Group	-	-	-	-	-	-	-
(2)	Public	-	-	-	-	-	-	-
	Sub-Total (C)	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C) :	25,964	17,701,813	17,408,818	100.00	100.00	-	-
Note:	Number of shares held in physical form		292,995					

Summary of changes in total paid up capital:	No. of shares
Paid-up equity share capital as on 30th June 2015	21,358,373
Less: Shares Bought Back	3,656,560
Paid-up equity share capital as on 4th September 2015	17,701,813



②

(I)(b) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Promoter and Promoter Group"

Sr.No	Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of Warrants		Details of convertible securities		Total Shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	Pledge Shares	AS a %	AS a % of grand total (A) + (B) + (C) of sub-clause (I)(a)	Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	As a % total number of convertible securities of the same class	
(I)	(II)	(III)	(IV)	(V)	(VI)=(V)/(III)* 100	(VII)	(VIII)	(IX)	(X)	(XI)	(XII)
1	CHANDRAKANT JAMIYATRAM MODY	1,540,267	8.70	0	0.00	0.00	0	0.00	0	0.00	8.70
2	DHIRUMATI JHAVERCHAND JHAVERI	826,292	4.67	0	0.00	0.00	0	0.00	0	0.00	4.67
3	RAJIV C MODY	540,079	3.05	0	0.00	0.00	0	0.00	0	0.00	3.05
4	SEJAL PRANABH MODY	372,231	2.10	0	0.00	0.00	0	0.00	0	0.00	2.10
5	JYOTINDRA B MODY	736,612	4.16	0	0.00	0.00	0	0.00	0	0.00	4.16
6	PRANABH DINESH MODY	318,506	1.80	0	0.00	0.00	0	0.00	0	0.00	1.80
7	BHARATI S MODY	230,050	1.30	0	0.00	0.00	0	0.00	0	0.00	1.30
8	PURVI UDAY ASHER	60,077	0.34	0	0.00	0.00	0	0.00	0	0.00	0.34
9	UDAY M. ASHER	11,570	0.07	0	0.00	0.00	0	0.00	0	0.00	0.07
10	DEEPAI SHIRISH MODY	10,662	0.06	0	0.00	0.00	0	0.00	0	0.00	0.06
11	PALLAVI BHARAT MEHTA	10,560	0.06	0	0.00	0.00	0	0.00	0	0.00	0.06
12	DINESH B MODY	7,802	0.04	0	0.00	0.00	0	0.00	0	0.00	0.04
13	HIRALAXMI H DESAI	6,958	0.04	0	0.00	0.00	0	0.00	0	0.00	0.04
14	JINALI PRANABH MODY	6,236	0.04	0	0.00	0.00	0	0.00	0	0.00	0.04
15	RUPA M UDANI	5,500	0.03	0	0.00	0.00	0	0.00	0	0.00	0.03
16	DHIMANT HARKISAN DESAI	5,143	0.03	0	0.00	0.00	0	0.00	0	0.00	0.03
17	DIPAK HARKISAN DESAI	6,443	0.04	0	0.00	0.00	0	0.00	0	0.00	0.04
18	DINESH BHAGWANLAL MODY	2,452	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
19	ASHA DIPAK DESAI	2,325	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
20	SHIRISH B. MODY	1,500	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
21	BHARAT P MEHTA	1,250	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
22	DESAI NIRAJ DIPAK	1,025	0.01	0	0.00	0.00	0	0.00	0	0.00	0.01
23	NIRANJANA SANGHVI	600	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
24	KANTABEN VINAYCHANDRA GOSALIA	400	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
25	DR DILIP S MEHTA	400	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
26	KUMUD D MODY	25	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
	Total	4,704,965	26.58								



27	LEKAR PHARMA LIMITED	722,552	4.08	0	0.00	0.00	0	0.00	0	0.00	4.08
28	KUMUD MODY VENTURES LLP	134,284	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
29	SHIRISH MODY ENTERPRISES LLP	134,284	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
30	DINESH MODY VENTURES LLP	134,284	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
31	J B MODY ENTERPRISES LLP	134,268	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
32	ANSUYA MODY ENTERPRISES LLP	134,029	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
33	BHARATI MODY VENTURES LLP	134,017	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
34	IFIUNIK PHARMACEUTICALS LTD	116,000	0.66	0	0.00	0.00	0	0.00	0	0.00	0.66
35	UNIQUE PHARMACEUTICALS LABS LTD	111,000	0.63	0	0.00	0.00	0	0.00	0	0.00	0.63
36	SYNIT DRUGS PVT LTD	52,500	0.30	0	0.00	0.00	0	0.00	0	0.00	0.30
37	NAMPLAS CHEMICALS PVT LTD	65	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
	Total	1,807,283	10.21								
38	ARTI R MODY	249,469	1.41	0	0.00	0.00	0	0.00	0	0.00	1.41
39	SAKHEE R MODY	156,552	0.88	0	0.00	0.00	0	0.00	0	0.00	0.88
40	NAMAN MODY	137,894	0.78	0	0.00	0.00	0	0.00	0	0.00	0.78
41	NILIMA RAJESH DOSHI	108,450	0.61	0	0.00	0.00	0	0.00	0	0.00	0.61
42	RAJIV C MODY	11,010	0.06	0	0.00	0.00	0	0.00	0	0.00	0.06
	Total	663,375	3.75								
	TOTAL :	7,175,623	40.54	0	0.00	0.00	0	0.00	0	0.00	40.54



27	LEKAR PHARMA LIMITED	722,552	4.08	0	0.00	0.00	0	0.00	0	0.00	4.08
28	KUMUD MODY VENTURES LLP	134,284	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
29	SHIRISH MODY ENTERPRISES LLP	134,284	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
30	DINESH MODY VENTURES LLP	134,284	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
31	J B MODY ENTERPRISES LLP	134,268	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
32	ANSUYA MODY ENTERPRISES LLP	134,029	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
33	BHARATI MODY VENTURES LLP	134,017	0.76	0	0.00	0.00	0	0.00	0	0.00	0.76
34	IFIUNIK PHARMACEUTICALS LTD	116,000	0.66	0	0.00	0.00	0	0.00	0	0.00	0.66
35	UNIQUE PHARMACEUTICALS LABS LTD	111,000	0.63	0	0.00	0.00	0	0.00	0	0.00	0.63
36	SYNIT DRUGS PVT LTD	52,500	0.30	0	0.00	0.00	0	0.00	0	0.00	0.30
37	NAMPLAS CHEMICALS PVT LTD	65	0.00	0	0.00	0.00	0	0.00	0	0.00	0.00
	Total	1,807,283	10.21								
38	ARTI R MODY	249,469	1.41	0	0.00	0.00	0	0.00	0	0.00	1.41
39	SAKHEE R MODY	156,552	0.88	0	0.00	0.00	0	0.00	0	0.00	0.88
40	NAMAN MODY	137,894	0.78	0	0.00	0.00	0	0.00	0	0.00	0.78
41	NILIMA RAJESH DOSHI	108,450	0.61	0	0.00	0.00	0	0.00	0	0.00	0.61
42	RAJIV C MODY	11,010	0.06	0	0.00	0.00	0	0.00	0	0.00	0.06
	Total	663,375	3.75								
	TOTAL :	7,175,623	40.54	0	0.00	0.00	0	0.00	0	0.00	40.54



Sasken Communication Technologies Limited

Distribution of shareholding as on 4th September, 2015

(I)(c)(i) Statement showing holding of securities (including shares, warrants, convertible securities) of persons belonging to the category "Public" and holding more than 1% of the total number of shares

Sr.No.	Name of the shareholder	Number of shares held	Shares as a percentage of total number of shares {i.e., Grant total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
1	GHI LTP LTD	873,666	4.94	0	0.00	0	0.00	4.94
2	ATYANT CAPITAL INDIA FUND I	595,962	3.37	0	0.00	0	0.00	3.37
3	NIRAV SHIRISH MODY	517,485	2.92	0	0.00	0	0.00	2.92
4	GHI JBD LTD	433,803	2.45	0	0.00	0	0.00	2.45
5	BIPIN AMRITLAL TURAKHIA	430,145	2.43	0	0.00	0	0.00	2.43
6	GHI HSP LTD	268,794	1.52	0	0.00	0	0.00	1.52
7	VENKATESH G	263,628	1.49	0	0.00	0	0.00	1.49
8	BADRUDDIN AGARWALA	244,092	1.38	0	0.00	0	0.00	1.38
	TOTAL :	3,627,575	20.49	0.00	0.00	0.00	0.00	20.49

(I)(c)(ii) Statement showing holding of securities (including shares, warrants, convertible securities) of persons (together with PAC) belonging to the category "Public" and holding more than 5% of the total number of shares of the company

Sr.No.	Name(s) of the shareholder(s) and the Persons Acting in Concert (PAC) with them	Number of shares held	Shares as a percentage of total number of shares {i.e., Grant total (A)+(B)+(C) indicated in Statement at para (I)(a) above}	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital)
				Number of warrants held	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
	Nil	-	-	-	-	-	-	-
	TOTAL :	-	-	-	-	-	-	-



Sasken Communication Technologies Limited

Distribution of shareholding as on 4th September, 2015

(I)(d) Statement showing details of Locked-in shares

Sr.No.	Name of the Shareholder	No. of shares	%
	Nil	Nil	Nil
	TOTAL :	Nil	Nil

(II)(a) Statement showing details of Depository Receipts (DRs)

Sr.No.	Type of outstanding DR (ADRs,GDRs,SDRs,etc.)	Number of outstanding DRs	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at Para(I)(a) above}
	Nil	Nil	Nil	Nil
	TOTAL :	Nil	Nil	Nil

(II)(b) Statement showing Holding of Depository Receipts (DRs), where underlying shares held by "Promoter/Promoter group" are in excess of 1% of the total number shares.

Sr.No.	Name of the DR Holder	Type of outstanding DR (ADRs,GDRs,SDRs,etc.)	Number of shares underlying outstanding DRs	Shares underlying outstanding DRs as a percentage of total number of shares {i.e., Grand Total (A)+(B)+(C) indicated in Statement at para(I)(a) above}
	Nil	Nil	Nil	Nil
	TOTAL :	Nil	Nil	Nil

For SASKEN COMMUNICATION TECHNOLOGIES LTD.

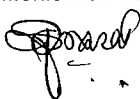

Company Secretary

SASKEN COMMUNICATION TECHNOLOGIES LIMITED
Shareholding Pattern of Sasken Communication Technologies Ltd as on 11th September, 2015

Category Code	Category of shareholder	Pre Amalgamation		Post Amalgamation	
		Total number of shares	% of holding	Total number of shares	% of holding
(A)	Promoter and Promoter Group	7,175,623	40.54	7,175,623	40.54
(B)	Public Shareholding				
(a)	Mutual Funds/UTI	75,000	0.42	75,000	0.42
(b)	Financial Institutions / Banks	6,582	0.04	6,582	0.04
(c)	Foreign Institutional Investors	1,876,498	10.60	1,876,498	10.60
(d)	Foreign Portfolio Investors	987,068	5.58	987,068	5.58
(e)	Bodies Corporate	414,280	2.34	414,280	2.34
(f)	Trust	10,000	0.06	10,000	0.06
(g)	Non Resident Indians	1,053,941	5.95	1,053,941	5.95
(h)	Directors & their relatives	995,704	5.62	995,704	5.62
(i)	Indian Public(other than those covered above)	5,107,117	28.85	5,107,117	28.85
	Total (A)+(B)	17,701,813	100.00	17,701,813	100.00

The Transferor Company (SNEL) is a Wholly owned subsidiary of the Transferee Company (SCTL). Hence, the entire share capital of the Transferor Company held by the Transferee Company along with the nominee shareholders will be cancelled upon amalgamation. Therefore, there won't be any change in the shareholding of Transferee Company post amalgamation.

For SASKEN COMMUNICATION TECHNOLOGIES LTD.


Company Secretary




SASKEN NETWORK ENGINEERING LIMITD, BANGALORE

Details of Shares held as at 24 August, 2015 (the date of AGM)

Equity Share of Re.10/- each

Folio Ref	Name, Father's/Husband's Name & Address	No. of Shares held
1	Sasken Communication Technologies Ltd. 139/25, Ring Road Domlur, Bangalore 560071	3,049,994
2	Mr. Rajiv C. Mody (Director) J/w. Sasken Communication Technologies Ltd. Son of Mr Chandrakant J Mody 2978, 5th Cross, 12th Main, HAL II Stage Bangalore 560 008	1
3	Mr. Pranabh D Mody J/w. Sasken Communication Technologies Ltd. Son of Mr Dinesh B Mody 601, Citadel 18/B, L D Ruparel Marg Mumbai 400 006	1
8	Mr. B. Ramkumar J/w. Sasken Communication Technologies Ltd. Son of S.K.Balasubramanian 139/25, Ring Road Domlur Bangalore 560 071	1
5	Dr. G Venkatesh (Director) J/w. Sasken Communication Technologies Ltd. Son of Mr S. Gangadharan A4, Rama Residency Block 2 Rama Temple Street New Thippasandra Bangalore 560 029	1
6	Ms. Neeta S Revankar (Director) J/w. Sasken Communication Technologies Ltd. W/o. Mr Sandeep Revankar Apt. 401, Reach for the Sky CMH Road, 9th Cross Indiranagar Bangalore 560 038	1
9	Mr. Rajesh Maniar J/w. Sasken Communication Technologies Ltd. Son of Mr. Rashibhai Maniar 403, Gardenia 'B' Wing, Vasant Valley, Dindoshi Bus Depot, Malad (East) Mumbai 400 097	1
Total		3,050,000

For SASKEN NETWORK ENGINEERING LIMITED



Authorized Signatory

(49)



ANNEXURE I

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Sasken Communication Technologies Limited

(Rs. in Lakhs)

	As per Audited Financials as on 30 th June, 2015	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015-16	2014-15	2013-14	2012-13
Equity Paid up Capital	2,135.84	2,134.49	2,127.76	2,095.99
Reserves and surplus	43,140.10	42,544.66	33,138.31	34,836.92
Carry forward losses	-	-	-	-
Net Worth	45,275.94	44,679.15	35,626.82	36,963.07
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	4,022.69	4,124.35	4,898.02	5,465.35
Income from Operations	9,012.01	34,676.38	35,393.20	36,271.21
Total Income	9,663.49	37,119.70	41,460.54	38,514.73
Total Expenditure	8,386.16	33,453.06	32,830.19	34,443.25
Profit before Tax	1,277.33	25,382.74	7,432.96	4,071.48
Profit after Tax	791.84	15,879.04	5,793.13	3,604.71
Cash profit	944.05	20,394.28	7,716.42	4,499.73
EPS	3.71	74.52	27.42	14.95
Book value	211.98	209.32	167.44	176.35

For SASKEN COMMUNICATION TECHNOLOGIES LTD.

Company Secretary

Sasken Communication Technologies Ltd.

139/25, Domlur Ring Road, Bangalore - 560 071, India
CIN - L72100KA1989PLC014226, E-mail - info@sasken.com
T - 91 80 6694 3000, F - 91 80 3981 3329
www.sasken.com

50



ANNEXURE I

The financial details and capital evolution of the transferee/resulting and transferor/demerged companies for the previous 3 years as per the audited statement of Accounts:

Name of the Company: Sasken Network Engineering Limited

(Rs. In Lakhs)

	As per Audited Financials as on 30 th June, 2015	As per last Audited Financial Year	1 year prior to the last Audited Financial Year	2 years prior to the last Audited Financial Year
	2015-16	2014-15	2013-14	2012-13
Equity Paid up Capital	305.00	305.00	305.00	305.00
Reserves and surplus	1,173.55	1,193.08	1,799.55	2,187.96
Carry forward losses	-	-	-	-
Net Worth	1,478.55	1,498.08	2,104.55	2,492.96
Miscellaneous Expenditure	-	-	-	-
Secured Loans	-	-	-	-
Unsecured Loans	-	-	-	-
Fixed Assets	18.94	24.38	54.78	147.40
Income from Operations	134.04	1,276.92	2,785.40	3,142.82
Total Income	177.50	1,490.05	3,036.94	3,563.11
Total Expenditure	190.57	1,196.98	2,550.39	2,854.28
Profit before Tax	(13.08)	275.07	486.55	708.83
Profit after Tax	(19.53)	213.90	340.63	541.50
Cash profit	(29.39)	195.03	354.38	662.38
EPS	(0.64)	7.01	11.17	17.75
Book value	48.48	49.12	69.00	81.74

For SASKEN NETWORK ENGINEERING LIMITED

Authorised Signatory

Sasken Network Engineering Limited

Registered Office : 7th Floor, 139/25, Domlur Ring Road, Bangalore - 560 071, India

CIN : U64202KA2004PLC034773, E-mail - info@sasken.com

T +91 80 3981 3000, 6694 3000 F +91 80 3981 3329

www.saskennetworks.com

(51)



ANNEXURE II

Format of Compliance Report on Corporate Governance

Name of the Company: Sasken Communication Technologies Limited

Date: 28th September, 2015

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
I Board of Directors	49 I		
(A) Composition of Board	49 (IA)	Yes	
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
D) Code of Conduct	49 (ID)	Yes	
II. Audit Committee	49 (II)		
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 (IID)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
III. Subsidiary Companies	49 (III)	Yes	
IV. Disclosures	49 (IV)		
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	N.A	
(C) Board Disclosures	49 (IV C)	Yes	
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N.A	
(E) Remuneration of Directors	49 (IV E)	Yes	Disclosed in the Annual Report for the year 2014-15.
(F) Management	49 (IV F)	Yes	Disclosed in the Annual Report for the year 2014
(G) Shareholders	49 (IV G)	Yes	Disclosed in the Annual Report for the year 2014
V.CEO/CFO Certification	49 (V)	Yes	
VI. Report on Corporate Governance	49 (VI)	Yes	Disclosed in the Annual Report for the year 2014
VII. Compliance	49 (VII)	Yes	Disclosed in the Annual Report for the year 2014

Sasken Communication Technologies Ltd.

139/25, Domlur Ring Road, Bangalore - 560 071, India

CIN - L72100KA1989PLC014226, E-mail - info@sasken.com

T - 91 80 6694 3000, F- 91 80 3981 3329

www.sasken.com





ANNEXURE IV

Compliance report with the requirements specified in Part-A of the circular CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation between Sasken Communication Technologies Limited and Sasken Network Engineering Limited.

In connection with the above application, we hereby confirm that we satisfy all the conditions as stipulated in the aforesaid SEBI circular, as given hereunder:

Sr. No.	Requirements as per CIR/CFD/DIL/5/2013 dated February 4, 2013 read with circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013	Whether Complied or not & How
1.	Listed companies shall choose one of the stock exchanges having nation-wide trading terminals as the designated stock exchange for the purpose of coordinating with SEBI.	Complied , the management has chosen the BSE Limited as the designated stock exchange for the purpose of coordinating with SEBI.
Compliance as per Part A, Annexure I to the Circular		
2.	Documents to be submitted:	
2.a	Draft Scheme of arrangement/ amalgamation/ merger/ reconstruction/ reduction of capital, etc.	Complied , A copy of the Scheme of Amalgamation as approved by the Board of Directors on 14 th September, 2015 has been submitted.
2.b	Valuation Report from Independent Chartered Accountant	Not Applicable
2.c	Report from the Audit Committee recommending the Draft Scheme	Complied , the report of the Audit Committee dated 14 th September, 2015 has been submitted.
2.d	Fairness opinion by merchant banker	Complied , the Fairness opinion issued by Quintessence Enterprises Pvt.Ltd, 21 st September, 2015 has been submitted.
2.e	Pre and post amalgamation shareholding pattern of unlisted company	Complied , A copy of pre and Post amalgamation is provided along with Clause 35.
2.f	Audited financials of last 3 years (financials not being more than 6 months old) of unlisted company;	Complied , the Audited financials of last 3 years and also upto 30 th June, 2015 of unlisted Company has been submitted.
2.g	Compliance with Clause 49 of Listing Agreement	Complied (Annexure 2)

Sasken Communication Technologies Ltd.

139/25, Domlur Ring Road, Bangalore - 560 071, India
CIN - L72100KA1989PLC014226, E-mail - info@sasken.com
T - 91 80 6694 3000, F- 91 80 3981 3329

www.sasken.com

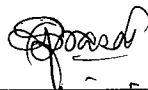


53



2.h	Complaints Report	We will submit the complaints report within 7 days of the expiry of 21 days from the date of submission of the Scheme of Amalgamation to the stock exchange.
3.	The equity shares sought to be listed are proposed to be allotted by the unlisted Issuer (transferee entity) to the holders of securities of a listed entity (transferor entity) pursuant to a scheme of reconstruction or amalgamation (Scheme) sanctioned by a High Court under Section 391-394 of the Companies Act, 1956	Not Applicable
4.	At least 25% of the post scheme paid up share capital of the transferee entity shall comprise of shares allotted to the public holders in the transferor entity.	Not Applicable
5.	The transferee entity will not issue/reissue any shares, not covered under the Draft scheme.	Not Applicable
6.	As on date of application there are no outstanding warrants/ instruments/ agreements which give right to any person to take the equity shares in the transferee entity at any future date. If there are such instruments stipulated in the Draft scheme, the percentage referred to in point (4) above, shall be computed after giving effect to the consequent increase of capital on account of compulsory conversions outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised.	Not Applicable
7.	The shares of the transferee entity issued in lieu of the locked-in shares of the transferor entity are subjected to the lock-in for the remaining period.	Not Applicable

Date: 28th September, 2015


 S Prasad
 Company Secretary



S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

12th & 13th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru-560 001, India
Tel : +91 80 6727 5000
Fax : +91 80 2210 6000

Auditors' Certificate

To,
The Board of Directors
Sasken Communication Technologies Limited
No. 139/25, Domlur Layout,
Ring Road, Domlur P.O.,
Bengaluru – 560 071

- 1) This certificate is issued in accordance with the terms of our engagement letter dated September 14, 2015.
- 2) The accompanying undertaking stating the reasons for non applicability of Paragraph 5.16 (a) as referred to in the circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013 issued by the Securities Exchange Board of India ("SEBI") (hereinafter referred to as the "Circular"), has been prepared by the Management of Sasken Communication Technologies Limited (the 'Company') pursuant to the requirements of paragraph 5.16(b) of the Circular in connection with the proposed scheme of amalgamation (hereinafter referred to as the "arrangement" or "scheme") between Sasken Communication Technologies Limited (the Transferee Company) and Sasken Network Engineering Limited (the Transferor Company). We have initialled the Undertaking for identification purpose only. We have relied on the above undertaking and performed no further procedures in this regard.
- 3) The preparation of the Undertaking is the responsibility of the Management of the Company. The Management is also responsible for ensuring that the Company complies with the requirements of the circular and the Companies Act, 1956 including the applicable provisions of the Companies Act, 2013 in relation to the Proposed Scheme and for providing all the information to SEBI, Bombay Stock Exchange Limited and National Stock Exchange of India Limited (together referred to as "Stock Exchanges").
- 4) Pursuant to the Circular, it is our responsibility to examine the Proposed Scheme and certify whether the requirements set out in Paragraph 5.16 (a) of the Circular for obtaining approval of public shareholders' through postal ballot and e-voting are applicable to the proposed Scheme.
- 5) On the basis of verification of the undertaking given by the Company and according to the information, explanations and specific representations received by us from the management, we certify that the conditions prescribed in paragraph 5.16 (a) of the Circular are not applicable to the Proposed arrangement for the reasons as mentioned by the Company in the Undertaking.
- 6) We conducted our examination in accordance with the 'Guidance Note on Audit Reports and Certificates for Special Purposes' issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion. Further our examination did not extend to any aspects of a legal or propriety nature in the aforesaid arrangement /scheme.

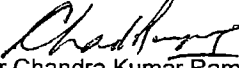


S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

- 7) This certificate has been issued for the sole use of the Board of Directors of the Company, to whom it is addressed, for their approval and necessary filing with the Stock Exchanges and should not be used by any other person or for any other purpose without our prior consent in writing.

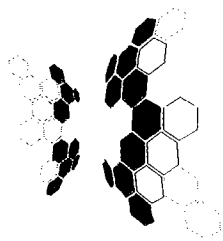
For S.R. Batliboi & Associates LLP
Chartered Accountants
ICAI Firm registration no.: 101049W


per Chandra Kumar Rampuria
Partner
Membership No.: 055729
Place: Bangalore
Date: September 14, 2015



For SASKEN COMMUNICATION TECHNOLOGIES LTD.

Company Secretary

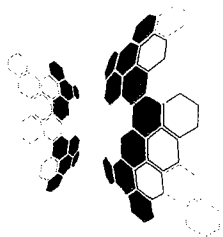


ANNEXURE V

Brief particulars of the transferee/resulting and transferor/demerged companies

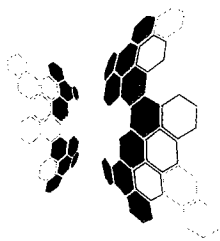
Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Sasken Communication Technologies Limited	Sasken Network Engineering Limited
Date of Incorporation & details of name changes, if any	13/02/1989	29/09/2004
Registered Office	No. 139/25, Ring Road , Domlur, Bengaluru 560 071, India	7 th Floor, No. 139/25, Ring Road , Domlur, Bengaluru 560 071, India
Brief particulars of the scheme	Amalgamation of Sasken Network Engineering Limited with Sasken Communication Technologies Limited.	
Rationale for the scheme	<p>The Scheme envisages the amalgamation of Sasken Network Engineering Limited (Transferor Company) with Sasken Communication Technologies Limited (Transferee Company), resulting in consolidation of the business in one entity and strengthening the position of the merged entity, by enabling it to harness and optimize the synergies of both the companies. Accordingly, it would be in the best interests of the Transferor Company and the Transferee Company. The proposed amalgamation of the Transferor Company with the Transferee Company is in line with the global trends to achieve size, scale, integration, greater financial strength and flexibility and in the interests of maximizing shareholder value. The merged entity is likely to achieve higher long-term financial returns than could be achieved by the companies individually. The Transferor Company and the Transferee Company believe that the financial, managerial and technical resources, personnel capabilities,</p>	





	<p>skills, expertise and technologies of the Transferor Company and the Transferee Company pooled in the merged entity, will lead to increased competitive strength, cost reduction and efficiencies, productivity gains, and logistic advantages, thereby significantly contributing to future growth. Therefore, the management of the Transferor Company and the Transferee Company believe that the Scheme of Amalgamation would benefit the respective companies and other stakeholders of respective companies, inter-alia, on account of the following reasons:</p> <p>(i) Enable the Transferee Company to use the resources of the Transferor Company and generate synergy in operations; and</p> <p>(ii) Reduction of overheads and other expenses, facilitate administrative convenience and ensure optimum utilization of available services and resources.</p>	
Date of resolution passed by the Board of Directors of the company approving the scheme	14 th September, 2015	
Date of meeting of the Audit Committee in which the draft scheme has been approved	14 th September, 2015	
Appointed Date	1 st April, 2015	
Name of Exchanges where securities of the company are listed	BSE Ltd and National Stock Exchange of India Limited	-
Nature of Business	Telecommunication Software	Network Engineering Services
Capital before the scheme	1,77,01,813 Equity Shares of Rs.10/-each fully paid up = Rs. 17,70,18,130	30,50,000 Equity Shares of Rs.10/-each fully paid up = Rs. 3,05,00,000
No. of shares to be issued	N.A	
Cancellation of shares on account of cross holding, if any	N.A	N.A
Capital after the scheme	1,77,01,813 Equity Shares of Rs.10/-each fully paid up = Rs. 17,70,18,130	Nil





Net Worth	(Rs. in Lakhs)		(Rs. in Lakhs)	
Pre	44,051.49		1,478.55	
Post	45,225.04		-	
Valuation by independent Chartered Accountant - Name of the valuer/valuer firm and Regn no.	N.A			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	NA		NA	
Fair value per shares	N.A		N.A	
Exchange ratio	NA			
Name of Merchant Banker giving fairness opinion	Quintessence Enterprises Pvt.Ltd			
Shareholding pattern	Pre		Post	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	71,75,623	40.54	71,75,623	40.54
Public	1,05,26,190	59.46	1,05,26,190	59.46
Custodian		-		-
TOTAL	1,77,01,813	100.00	1,77,01,813	100.00
No of shareholders	25,964		7	
Name of the Promoters & Promoters Group members.	1) Rajiv Chandrakant Mody 2) Chandrakant Jamiyatram Mody 3) Dhirumati Jhaverchand Jhaveri 4) Jyotindra B Mody 5) Sejal Pranabh Mody 6) Pranabh Dinesh Mody 7) Bharati S Mody 8) Purvi Uday Asher 9) Uday M. Asher 10) Deepali Shirish Mody 11) Pallavi Bharat Mehta 12) Dinesh B Mody 13) Hiralaxmi H Desai 14) Hiralaxmi H Desai 15) Jinali Pranabh Mody 16) Rupa M Udani 17) Dhimant Harkisan Desai		1) Sasken Communication Technologies Limited 2) Mr. Rajiv Chandrakant Mody 3) Ms. Neeta S Revankar 4) Dr.Venkatesh Gangadharan 5) Mr.Pranab Dinesh Mody 6) Mr. B.Ramkumar 7) Mr.Rajesh Maniar The members at Sl.No.2 to 7 hold shares jointly with Sasken Communication Technologies Limited.	



	18) Asha Dipak Desai 19) Shirish B. Mody 20) Bharat P Mehta 21) Desai Niraj Dipak 22) Dinesh Bhagwanlal Mody 23) Niranjana Sanghvi 24) Dr Dilip S Mehta 25) Kantaben Vinaychandra Gosalia 26) Kumud D Mody 27) Lekar Pharma Limited 28) Kumud Mody Ventures LLP 29) Shirish Mody Enterprises LLP 30) Dinesh Mody Ventures LLP 31) J B Mody Enterprises LLP 32) Ansuya Mody Enterprises LLP 33) Bharati Mody Ventures LLP 34) Ifiunik Pharmaceuticals Ltd 35) Unique Pharmaceuticals Labs Ltd 36) Synit Drugs Pvt Ltd 37) Namplas Chemicals Pvt Ltd 38) Arti R Mody 39) Sakhee R Mody 40) Naman Mody 41) Nilima Rajesh Doshi 42) Rajiv C Mody	
Names of the Board of Directors	1) Mr. Rajiv C Mody 2) Prof.J. Ramachandran 3) Mr. Jyotindra B Mody 4) Mr. Bansidhar S Mehta 5) Mr. Pranab D Mody 6) Mr. Bharat V Patel 7) Dr. G. Venkatesh 8) Mr. Krishna J Jhaveri 9) Mr. Sanjay M Shah 10) Dr. Ashok Jhunjhunwala 11) Ms. Neeta S Revankar	1) Mr. Rajiv Chandrakant Mody 2) Dr. G. Venkatesh 3) Ms. Neeta S Revankar
Details regarding change in management control if any	No change in management control	

For SASKEN COMMUNICATION TECHNOLOGIES LTD.

Company Secretary



Ref: SAS/04/2015

CERTIFICATE

Date 15/01/2015

I have examined the books of accounts and related records of Sasken Communication Technologies Limited (hereinafter referred to as “Company”) and Sasken Network Engineering Limited (hereinafter referred to as “SNEL”), in connection with the net worth of the Company as at 30th September, 2014. According to the information and explanation given to me and based on the audited financial statements of the Company as at 30th September, 2014, I certify that the Net Worth of the Company, computed as per Section 2(43) of the Companies Act, 2013, was as under:

Particulars	Amount in Rs. lakhs
Equity Share Capital – fully paid up	2,131.74
Free Reserves	34,152.36
Miscellaneous Expenditure written off	-
Net Worth as on 30th September, 2014	36,284.10

A Scheme of Amalgamation has been formulated under section 391-394 of the Companies Act, 1956 wherein, SNEL a Wholly owned Subsidiary of the Company would be amalgamated with the Company with effect from the appointed date of 1st April, 2015 subject to the approval of the scheme under various statutes/ regulations.

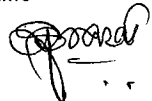
The proposed scheme of amalgamation does not involve any fresh issue of shares by the Company as the Company holds entire paid up capital of SNEL.

For the purpose of filing application to various authorities for the approval of the Scheme of Amalgamation, the Net Worth of the Company computed as per Section 2(43) of the Companies Act, 2013, post implementation of the Scheme of Amalgamation would be as under, for which purpose the audited financial statements of the companies as on 30th September, 2014 have been considered without considering Revaluation Reserve and Securities Premium Account in computing Free Reserves:

Particulars	Post Amalgamation Amount in Rs. lakhs
Equity Share Capital – fully paid up	2,131.74
Free Reserves	36,097.02
Miscellaneous Expenditure written off	-
Net Worth as on 30th September, 2014	38,228.76

This certificate is issued at the request of the Company for submission to Stock Exchange(s) where the Company's shares are listed, for seeking approval of the proposed Scheme of Amalgamation.

For SASKEN COMMUNICATION TECHNOLOGIES LTD.


Company Secretary


S.S. SWAMY
CHARTERED ACCOUNTANT
3/5, II Floor, 'Arya Plaza'
Bull Temple Road
BANGALORE-560 018
Membership No. 019990



ANNEXURE VI

Details of Capital evolution of the transferee/resulting and transferor/demerged companies:

Date of Issue	No. of shares issued	Issue Price (Rs.)	Type of Issue (IPO/FPO/ Preferential Issue/ Scheme/ Bonus/ Rights, etc.)	Cumulative capital (No of shares)	Whether listed, if not listed, give reasons thereof
N.A					

For SASKEN COMMUNICATION TECHNOLOGIES LTD.


Company Secretary

Sasken Communication Technologies Ltd.

139/25, Domlur Ring Road, Bangalore - 560 071, India
CIN - L72100KA1989PLC014226, E-mail - info@sasken.com
T - 91 80 6694 3000, F- 91 80 3981 3329

www.sasken.com

61

ANNEXURE VII

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001.

28th September, 2015

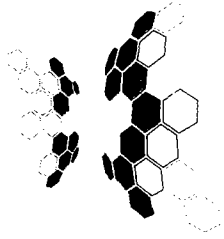
Dear Sir,

Sub: Application under Clause 24(f) of the listing agreement for the proposed scheme of Amalgamation between Sasken Network Engineering Limited (Transferor Company) and Sasken Communication Technologies Limited (Transferee Company).

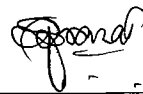
In connection with the above application, we hereby confirm that:

- a) The proposed scheme of amalgamation of Sasken Network Engineering Limited with Sasken Communication Technologies Limited does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in clause 24(g) of the Listing agreement or the requirements of BSE Limited.
- b) In view of the past decision of High Court on various Schemes, it is not necessary for the Holding Company to seek the approval of shareholders and it is sufficient if the shareholders of the Subsidiary Company approves the same. Accordingly in the explanatory statement to be forwarded by the Subsidiary Company to its shareholders under Section 393 of the Companies Act, 1956, it shall disclose :
 - i) the pre and post-arrangement or amalgamation (expected) capital structure and shareholding pattern of the Holding Company.
 - ii) the "fairness opinion" obtained from an Independent merchant banker on valuation of assets / shares done by the valuer for the company and unlisted company.
 - iii) The Complaint report as per Annexure III.
 - iv) The observation letter issued by the stock exchange.
- c) The draft scheme of amalgamation together with all documents mentioned in Clause 5.16 (c) SEBI Circular no. CIR/CFD/DIL/8/2013 dated May 21, 2013, shall be disseminated on company's website as per Website link given hereunder:
<http://www.sasken.com/investors>





- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The Undertaking certified by the Auditor and duly approved by the Board of Directors of the Company stating the reasons for non-applicability of Para 5.16(a) of SEBI Circular No. CIR/CFD/DIL/5/2013 Dated 4th February, 2013 (As Modified by Para 7 of SEBI Circular No. CIR/CFD/DIL/8/2013 Dated 21st May, 2013) is enclosed as Annexure. The aforesaid Undertaking shall also be disseminated on the website of the Company.
- f) The documents filed by the Company with the Exchange are same /similar/identical in all respects, which have been filled by the Company with Registrar of Companies / SEBI / Reserve Bank of India, wherever applicable.
- g) There will be no alteration in the Share Capital of the unlisted transferor company from the one given in the draft scheme of amalgamation.



S Prasad
Company Secretary



S.R. BATLIBOI & Co. LLP

Chartered Accountants

12th & 13th Floor
"UB City" Canberra Block
No. 24, Vittal Mallya Road
Bengaluru-560 001, India
Tel : +91 80 6727 5000
Fax : +91 80 2210 6000

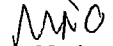
Certificate

To
The Board of Directors
Sasken Communication Technologies Limited

Dear Sirs,

1. We have examined the accounting treatment specified in the attached copy of the draft Scheme of Amalgamation ('the Scheme') between Sasken Communication Technologies Limited ('the Transferee Company') and Sasken Network Engineering Limited ('The Transferor Company'), initialed by us for identification purposes. The Company proposes to amalgamate the operations of the Transferor Company with those of itself, through the Scheme with the approval of Karnataka High Court, under sections 391 and 394 of the Companies Act, 1956.
2. We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India. Our scope of work did not involve us performing any audit tests in the context of our examination. We have not performed an audit, the objective of which would be the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, we do not express such opinion.
3. This certificate relates only to accounting aspects dealt with under clause 9 of the Scheme.
4. Our examination did not extend to any aspects of a legal or proprietary nature covered in clause 9 mentioned above or rest of the Scheme.
5. Read with the matter stated in paragraph 4 above, based on our examination, we hereby state, that the accounting treatment contained in the proposed Scheme is not in violation of the requirements of section 211(3C) of the Companies Act, 1956 (read with the General Circular 15/2013 dated 13/9/2013 issued by the Ministry of Corporate Affairs).
6. This certificate is intended solely for the use of the management of the Company for the purpose of submission to the Stock Exchanges as required by clause 24 of the listing agreement, (as amended), and is not to be used, referred to or distributed for any other purpose without our prior written consent.

For S. R. BATLIBOI & CO LLP
Firm registration no.: 301003E
Chartered Accountants


per Navin Agrawal
Partner
Membership No.: 56102
Place: Bangalore
Date: January 16, 2014



For SASKEN COMMUNICATION TECHNOLOGIES LTD.


Company Secretary

BOARD'S REPORT

To the Members,

Your Directors have pleasure in presenting the Report on the business and operations of the Company along with the Standalone and Consolidated Audited Accounts for the financial year ended March 31, 2015.

1. FINANCIAL PERFORMANCE

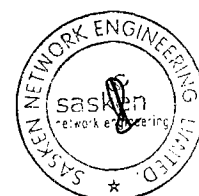
A summary of the Company's financial performance:

(Rs. in lakhs)

Particulars	Consolidated for the year ended 31 st March		Standalone for the year ended 31 st March	
	2015	2014	2015	2014
Revenue	1,276.92	3,034.93	1,276.92	2,785.40
Profit Before Interest and Depreciation	282.91	562.94	323.59	577.50
Finance Charges	-	-	-	-
Gross Profit	282.91	562.94	323.59	577.50
Provision for Depreciation	30.52	95.13	30.52	90.95
Exceptional Items Income / (Expenses)	(18.00)	-	(18.00)	-
Net Profit Before Tax	234.39	467.81	275.07	486.55
Provision for Tax	28.00	147.88	61.17	145.92
Net Profit After Tax	206.39	319.93	213.90	340.63
Balance of Profit brought forward	1,718.86	2,159.15	1,711.34	2,130.93
Balance available for appropriation	1,925.24	2,479.08	1,925.24	2,471.56
Retained Earnings Adjustment	0.58	-	0.58	-
Proposed Dividend on Equity Shares	683.20	620.68	683.20	620.68
Tax on proposed Dividend	136.60	105.48	136.60	105.48
Transfer to General Reserve	-	34.06	-	34.06
Surplus carried to Balance Sheet	1,104.87	1,718.86	1,104.87	1,711.34

(Previous year's figures have been regrouped wherever necessary to conform to the current year's presentation)

On a consolidated basis, your Company's revenues from operation for the financial year 2014-15 have decreased by 57.93% in rupee terms, from Rs.3,034.93 lakhs in 2013-14 to Rs.1,276.92 lakhs in 2014-15. In the current year Network Engineering Services including traded goods sales contributed 100% to the revenues, while the Software Products revenues contributed 2.77%. The net profits decreased from Rs. 319.93 lakhs in FY14 to Rs.206.39 lakhs during the year, a decrease of 35.49%. This has translated to a Basic Earnings Per Share of Rs.6.77 in 2014-15 vs. Rs.10.49 in 2013-14.



There was no change in the nature of business of the Company.

2. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

3. DIVIDEND

Your Directors are pleased to recommend a dividend of Rs.22.40 per equity share of face value of Rs.10 each for the year under review. The total outgo for the current year amounts to Rs.819.80 lakhs, including dividend distribution tax of Rs.136.60 lakhs.

Since there was no unclaimed dividend during the year under review, no amount was required to be transferred to Investor Education and Protection Fund.

4. BUSINESS OUTLOOK, ECONOMIC & REGULATORY SCENARIO AND OPPORTUNITIES

Your Company focuses on providing network engineering services for the mobile industry in India and the Middle East. Over the last year, most of its India business has been moved to Sasken Communication Technologies Limited (SCTL) as part of Sasken's India strategy. In the Middle East, our business continues to grow with a focus on large accounts. A focused sales team backed by new offerings in IT Infrastructure services is helping us position ourselves as a niche player in the telecom infrastructure space that is capable of offering end-to-end solutions.

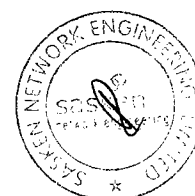
As the Middle East continues to upgrade its infrastructure towards global standards, it presents us the perfect opportunity to engage with customers in the fields of enterprise mobility, cloud, smart cities, data centers and telecommunications. Your Company being one of the key players in the network engineering services business is well positioned to capitalize on these opportunities in the Gulf Cooperation Council (GCC) countries.

5. SHARE CAPITAL

The share capital of your Company is as follows;

	No. of equity shares	Face Value (in Rs.)	Amount (in Rs.)
Authorised share capital	50,00,000	10	5,00,00,000
Issued, subscribed and paid-up share capital	30,50,000	10	3,05,00,000

There was no change in the share capital of the Company when compared to the previous year i.e. FY 2013-14.



6. DEPOSITS

Your Company has neither accepted nor renewed any deposit during the year. As such, no amount of principal and / or interest is outstanding as on the Balance Sheet date.

7. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 (the "Act") are given in the notes to the Financial Statements.

8. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Conservation of Energy

Though the Company does not have any energy intensive operations, it continues to adopt energy conservation measures to reduce cost.

B. Technology absorption

This is not applicable to your Company for the time being.

C. Foreign Exchange Earnings and Outgo (on accrual basis)

	Rs. in lakhs
Foreign exchange earnings	855.73
Foreign exchange Outgo	512.01

9. RISK MANAGEMENT, INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

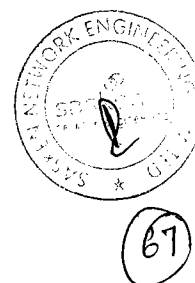
Your Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis. These are also discussed at the meetings of the Board of Directors of the Company.

The Company's internal control systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested by Statutory as well as Internal Auditors. Significant audit observations and follow up actions thereon are reported to the Board of Directors.

There were no key business risks identified by the Company.

10. CORPORATE SOCIAL RESPONSIBILITY

The provision of Corporate Social Responsibility is not applicable to our Company as we do not meet the threshold limits mentioned under Section 135 of the Act.



11. SEXUAL HARASSMENT REDRESSAL COMMITTEE

The parent Company (SCTL) has constituted an Internal Complaints Committee (ICC) in accordance with the provisions of the Sexual harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which includes the employees of your Company.

During the year, no complaints were received by the ICC.

12. DIRECTORS

In accordance with the provisions of the Act and the provisions of the Articles of Association of the Company, Dr. G. Venkatesh retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr Anjan Lahiri resigned from the Board of your company on September 23, 2014.

Meetings of the Board

The Board of Directors met four times during the year, i.e. on April 22, 2014, July 16, 2014, October 16, 2014 and January 14, 2015. The minutes of the meetings were placed before the Board at the succeeding Board Meeting for information. Quorum was present at all the meetings. Whenever needed, decisions were also taken by the Board by circulation process.

The attendance of the Directors is given below:

Director	No. of Board meetings during 2014-15		Whether attended last AGM held on September 22, 2014
	Held	Attended	
Mr. Rajiv C Mody	4	4	Yes
Dr. G. Venkatesh	4	1	Yes
Ms. Neeta S. Revankar	4	4	Yes
Mr. Anjan Lahiri*	4	2	No

* Information relates to Board meetings held till the date of resignation of Mr. Anjan Lahiri* i.e. up to September 23, 2014.

13. DIRECTORS' RESPONSIBILITY STATEMENT

To the best of our knowledge and belief and according to the information and explanations obtained by us, your Directors make the following statements in terms of Section 134(3)(c) of the Act that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- accounting policies have been selected and applied consistently and, judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at March 31, 2015 and of the profit of the Company for the year ended March 31, 2015;
- proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the annual accounts have been prepared on a going concern basis;

- e) proper internal financial controls to be followed by the company were in place and that such internal financial controls were adequate and were operating effectively with no material defects; and
- f) systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

14. SUBSIDIARY COMPANIES & JOINT VENTURES

During the year, Sasken Network Solutions Inc., the wholly owned subsidiary of Sasken Network Engineering Ltd. was liquidated on April 17, 2014.

As on March 31, 2015, your Company has no subsidiaries / JVs.

15. STATUTORY AUDITORS

M/s. Deloitte Haskins & Sells, Chartered Accountants were appointed as Statutory Auditors of your Company at the last Annual General Meeting held on 22nd September, 2014 for a term of five consecutive years. As per the provisions of Section 139 of the Companies Act, 2013, the appointment of Auditors is required to be ratified by Members at every Annual General Meeting. Accordingly, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders.

16. COMMENTS ON AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers made by the Statutory Auditors, in their report.

17. RELATED PARTY TRANSACTIONS

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business.

None of the Directors has any pecuniary relationships or transactions with the Company.

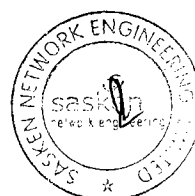
The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Act, as prescribed in Form AOC- 2, of the rules prescribed under Chapter IX relating to Accounts of Companies under the Act, is annexed herewith as "Annexure A".

18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are certain on-going litigations / disputes in the normal course of business. However, there are no significant and / or material orders passed by the courts against your Company. No orders were passed by the Regulators against your Company during the year under review.

19. CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company as prepared in accordance with relevant Accounting Standards (AS) issued by the Institute of Chartered Accountants of India form part of this Annual Report.



20. EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "Annexure B".

21. ACKNOWLEDGEMENTS

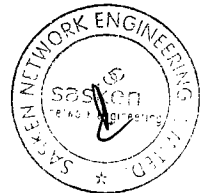
Your Directors thank the various Central and State Government Departments, Organizations and Agencies for the continued help and co-operation extended by them. The Directors also gratefully acknowledge all stakeholders of the Company viz. customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

For and on behalf of the Board of Directors

sd/-

Place: Bengaluru
Date: April 16, 2015

Rajiv C. Mody
Chairman



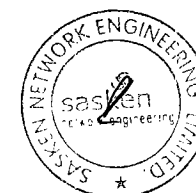
FORM NO. AOC - 2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts / arrangements entered into by the Company with the related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms-length transactions under third proviso thereto.

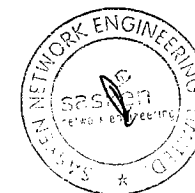
1. Details of contracts or arrangements or transactions not at arm's length basis:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
Sl. No.	Name of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of contracts / arrangements / transactions	Salient features of contracts / arrangements / transactions, including value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board / Audit Committee	Amount paid as advances, if any	Date on which special resolution was passed in general meeting u/s 188(1)
Nil								



2. Details of material contracts or arrangement or transactions at arm's length basis:

(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)	(i)
1.	Sasken Communication Technologies Limited ("SCTL") (Holding Company)	Taking on rent the 7 th floor of the premises of the holding Company	11 months, viz. 16 th November 2014 to 15 th October, 2015	Taken on rent the 7 th floor of the premises of the SCTL, situated at No.139/25, Ring Road, Domlur, Bengaluru 560 071. Area - Super built up area of 13,356.17 sq. ft. Rent - Rs.66.25 per sq.ft plus Service Tax as applicable. Notice Period for termination - 30 days' written notice by either of the parties Security Deposit - Rs.80,00,000	Optimum space utilization and for better co-ordination between companies.	November 10, 2014	Nil	Not Applicable
2.	SCTL	Rendering of services	Ongoing, subject to renewal as per contractual terms	Rendering of services to SCTL amounting to Rs.1,27,54,750.30 (USD 73,048.50)	Utilisation of available resources and skills	March 26, 2015	Nil	Not Applicable
3.	SCTL	Rendering of IT Infrastructure services	Ongoing, subject to renewal as per contractual terms	Rendering IT Infrastructure services to SCTL amounting to Rs.14,81,908.35.	Utilisation of available resources and skills	March 26, 2015	Nil	Not Applicable
4.	SCTL	Reimbursement of expenses incurred	One time transaction	Reimbursement of expenses incurred by SCTL amounting to Rs.8,35,597.41.	Reimbursement of expenses	March 26, 2015	Nil	Not Applicable



Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2015

I. REGISTRATION AND OTHER DETAILS:

CIN	U64202KA2004PLC034773
Registration Date	September 29, 2004
Name of the Company	Sasken Network Engineering Limited
Category / Sub-Category of the Company	Company limited by shares / Indian Non Government Company
Address of the Registered office and contact details	139/25, Ring Road, Domlur, Bengaluru- 560 071, India Ph: +91 80 6694 3000 Fax: +91 80 2535 1133 E-mail ID: cosec@sasken.com
Whether listed company	No
Name, Address and Contact details of Registrar and Transfer Agent, if any	NA

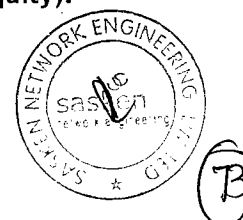
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10 % or more of the total turnover of the company shall be stated -

Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1.	Network Engineering Services	612	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sl. No.	Name and address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Sasken Communication Technologies Ltd. 139/25, Domlur, Ring Road, Bengaluru 560071, India	L72100KA1989PLC014226	Holding	100%	2(46) of Act

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

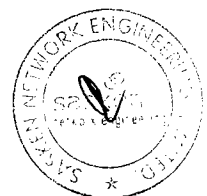
i. Category-wise Share Holding

Category Of Shareholder	No. of shares held at the beginning of the year i.e April 1,2014				No. of shares held at the end of the year i.e March 31,2015				% Change during The year
	Demat	Physical	Total	% Of Total Shares	Demat	Physical	Total	% Of Total Shares	
Entire Paid up capital of Sasken Network Engineering Ltd. is held by its holding company Sasken Communication Technologies Ltd and through its nominees.									

ii. Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year i.e April 1,2014			Shareholding at the end of the year i.e March 31,2015			% change in share holding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledge d/ encumbere d to total shares	No. of Shares	% of total shares of the Comp any	% of Shares Pledged / encumbere d to total shares	
1	Sasken Communication Technologies Limited	30,49,994	100.00	-	30,49,994	100.00	-	-
2	Rajiv C Mody *	1	0.00	-	1		-	-
3	Neeta S. Revankar *	1	0.00	-	1		-	-
4	G Venkatesh *	1	0.00	-	1		-	-
5	Pranabh D.Mody *	1	0.00	-	1		-	-
6	B.Ramkumar *	1	0.00	-	1		-	-
7	Rajesh Maniar *	1	0.00	-	1		-	-
	Total	30,50,000	100.00	-	30,50,000	100.00	-	-

*Held jointly with nominees of Sasken Communication Technologies limited



iii. Change in Promoters' Shareholding

Sl. No.	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
There has been no change in the Promoters' shareholding.						

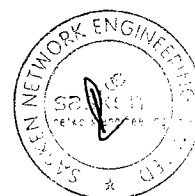
iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sl. No.	Name	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
N.A.					

v. Shareholding of Directors and Key Managerial Personnel

Sl. No.	Name	Shareholding at the beginning of the year i.e April 1,2014		Shareholding at the end of the year i.e March 31,2015	
		No. of Shares*	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
1	Rajiv C Mody *	1	0.00	1	0.00
2	Neeta S. Revankar *	1	0.00	1	0.00
3	G Venkatesh *	1	0.00	1	0.00
	Total	3	0.00	3	0.00

*jointly held with Sasken Communication Technologies Limited



vi. Change in Directors and Key Managerial Personnel s' Shareholding

Sl. No.	Shareholder's Name	*Date	Reason	Shareholding at the beginning of the year i.e. April 1,2014		Shareholding at the end of the year	
				No. of Shares	% of the total shares of the Company	No. of Shares	% of the total shares of the Company
NIL							

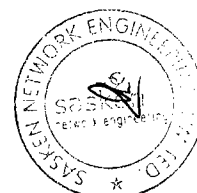
V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding / accrued but not due for payment -

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	Nil			
Total (i+ii+iii)				
Change in Indebtedness during the financial year • Addition • Reduction	Nil			
Net Change				
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	Nil			
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and / or Manager:**

- The Company does not have any Managing Director, Whole-time Directors and / or Manager on the Board of the Company.



B. Remuneration to other directors:**1. Independent Directors**

- The Company does not have any independent Directors on the Board of the Company.

2. Other Non-Executive Directors

- None of the Non-executive Directors received any remuneration from the Company.

Sl. no.	Particulars of Remuneration	Name of Directors	Total Amount
	- Fee for attending board / Committee meetings	NIL	
	- Commission		
	- Others please specify		
	Total (B)(2)		
	Total(B)=(B)(1)+(B)(2)		

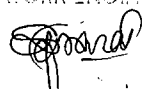
C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

- Nil

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	None				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	None				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	None				
Punishment					
Compounding					

FOR SASKEN NETWORK ENGINEERING LIMITED


 Authorised Signatory

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF
SASKEN NETWORK ENGINEERING LIMITED**

Report on the Financial Statements

We have audited the accompanying financial statements of **SASKEN NETWORK ENGINEERING LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

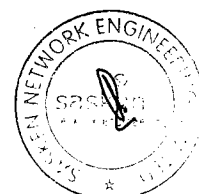
The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act 2013 (the "Act") with respect to preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.



Deloitte Haskins & Sells

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and fair presentation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015, and its profits and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards notified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.

✓

**Deloitte
Haskins & Sells**

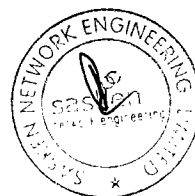
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 21(g)(i) to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No. 008072S)

Monisha H. Parikh

(Monisha Parikh)
(Partner)
(Membership No. 47840)

BANGALORE, *Apr 16, 2015*
MP/NM/2015



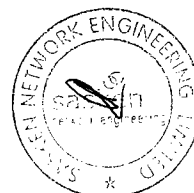
ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date).

Having regard to the nature of the Company's business/activities/results during the year, clauses ii, v, vi and xi of paragraph 3 of the Companies (Auditor's Report) Order, 2015 are not applicable to the Company.

- (i) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.
- (ii) The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act.
- (iii) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of fixed assets and for the sale of services. During the course of our audit we have not observed any major weaknesses in such internal control system. There are no purchases of inventory and sale of goods during the year.
- (iv) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory due in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
- (c) Details of dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, and Cess which have not been deposited as on March 31, 2015 on account of disputes are given below:

Name of Statute	Nature of Dues	Forum where Dispute is Pending	Period to which the Amount Relates	Amount Involved (Rs.)
The Income Tax Act 1961	Income tax	Commissioner of Income Tax (Appeals)	Assessment year 2010-11	19,924,440



**Deloitte
Haskins & Sells**

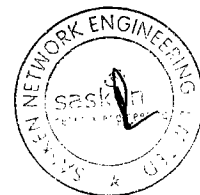
- (d) There were no amounts which were required to be transferred by the Company to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made thereunder.
- (v) The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to banks. The Company does not have borrowings from financial institutions and has not issued any debentures.
- (vii) According to the information and explanation given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- (viii) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm Registration No. 008072S)

Monisha H. Parikh

(Monisha Parikh)
(Partner)
(Membership No. 47840)

BANGALORE, *April 16, 2015*
MP/NM/2015



Balance Sheet

Amount in Rs.

	Notes	As at March 31, 2015	As at March 31, 2014
EQUITY AND LIABILITIES			
Shareholders' funds			
a) Share capital	2	30,500,000	30,500,000
b) Reserves and surplus	3	119,307,981	179,955,326
		<u>149,807,981</u>	<u>210,455,326</u>
Non current liabilities			
a) Long term provisions	4	788,948	3,176,195
		<u>788,948</u>	<u>3,176,195</u>
Current liabilities			
a) Trade payables		18,552,707	23,372,438
b) Other current liabilities	5	1,220,041	13,088,419
c) Short term provisions	6	91,423,168	15,030,803
		<u>111,195,916</u>	<u>51,491,660</u>
Total		<u>261,792,845</u>	<u>265,123,181</u>
ASSETS			
Non current assets			
a) Fixed assets (net)			
i) Tangible fixed assets	7	2,438,303	5,474,102
ii) Intangible assets	8	-	3,638
		<u>2,438,303</u>	<u>5,477,740</u>
b) Non current investments	9a	-	911,400
c) Deferred tax assets (net)	21(m)	9,733,000	13,758,000
d) Long term loans and advances	10	46,601,909	42,149,301
		<u>58,773,212</u>	<u>62,296,441</u>
Current assets			
a) Current investments	9b	104,806,078	41,741,804
b) Contracts in progress	11	-	6,504,014
c) Trade receivables	12	22,023,337	86,664,017
d) Cash and bank balances	13	58,124,005	47,993,979
e) Short term loans and advances	14	11,938,557	3,388,728
f) Other current assets	15	6,127,656	16,534,198
		<u>203,019,633</u>	<u>202,826,740</u>
Total		<u>261,792,845</u>	<u>265,123,181</u>

Significant Accounting policies and Notes attached herein form an integral part of the financial statements.

In terms of our report attached.

For Deloitte Haskins & Sells

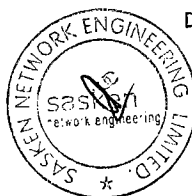
Chartered Accountants

Monisha Parikh

Partner

Place : Bangalore

Date : April 16, 2015

For and on behalf of the Board of Directors of
Sasken Network Engineering Limited

Rajiv C. Modak

Chairman

DIN 00092037

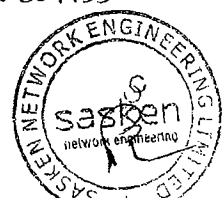
Neeta Revankar

Director

DIN 00145580

Place : Bangalore

Date : April 16, 2015



Statement of Profit and Loss

Amount in Rs.

		For the Year Ended March 31, 2015	For the Year Ended March 31, 2014
	Notes		
I	Revenue from operations	16	127,691,656
II	Other Income	17	21,313,680
III	Total Revenue (I + II)	149,005,336	303,693,511
IV	Expenses:		
	(Increase)/Decrease in Contracts in progress	18	6,504,014
	Purchases of Traded Goods		5,318,478
	Employee benefit expense	19	6,750,279
	Depreciation and amortization expense	7 & 8	53,849,553
	Other expenses	20	136,900,806
			9,095,100
			56,292,820
		119,697,936	255,038,592
V	Profit before tax (III - IV)	29,307,400	48,654,919
VI	Exceptional items	21(p)	1,799,989
VII	Profit before tax (V - VI)	27,507,411	48,654,919
VIII	Tax expense		
	Current tax	3,047,805	11,312,806
	Deferred tax (credit)	4,025,000	3,279,000
	Minimum Alternate Tax Credit entitlement	(955,809)	-
	Total tax expense	6,116,996	14,591,806
	Profit for the year from continuing operations	21,390,415	34,063,113
IX	Profit for the year (VII-VIII)	21,390,415	34,063,113
X	Earnings Per Equity Share (EPS) in rupees		
	(Equity Share par value Rs.10 each)	21(a)	
	Basic	7.01	11.17
	Diluted	7.01	11.17
	Weighted average number of Equity Shares		
	used in computation of		
	Basic EPS	3,050,000	3,050,000
	Diluted EPS	3,050,000	3,050,000

Significant Accounting policies and Notes attached herein form an integral part of the financial statements.

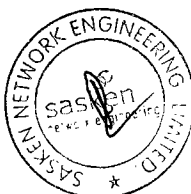
In terms of our report attached.
For Deloitte Haskins & Sells
Chartered Accountants

Monisha Parikh
Monisha Parikh
Partner

For and on behalf of the Board of Directors of
Sasken Network Engineering Limited

Rajiv C. Mody
Rajiv C. Mody
Chairman
DIN 00092037

Neeta Revankar
Neeta Revankar
Director
DIN 00145580



Place : Bangalore
Date : April 16, 2015

Place : Bangalore
Date : April 16, 2015



Cash Flow Statement	For the year ended March 31, 2015	For the year ended March 31, 2014
A. Cash flows from operating activities:		
Profit before tax	27,507,411	48,654,919
Adjustments for:		
Depreciation/Amortization	3,051,549	9,095,100
Reversal of excess provision for Trade receivables	(1,957,281)	(7,610,268)
Other non-cash (write back)/charges	(2,981,209)	(109,785)
Unrealised exchange (gain)/ loss	50,232	283,862
Loss/(Profit) on Sale/Disposal of Assets/asset written off	(84,874)	(522,683)
Other income	(10,611,922)	(6,267,203)
Operating Profit before working capital changes	14,973,906	43,523,942
Adjustments for:		
(Increase)/decrease in Trade receivables	66,545,640	(7,524,562)
(Increase)/decrease in Contracts in progress	6,504,014	5,318,478
(Increase)/decrease in Other Assets	12,894,083	21,924,909
(Increase)/decrease in Loans & Advances	(8,118,181)	10,816,937
Increase/(decrease) in Liabilities	(13,704,811)	7,529,006
Increase/(decrease) in Provisions	(7,974,863)	(3,292,413)
Cash generated from operations	71,119,788	78,296,297
Taxes (Paid)/ received, net	(6,976,252)	(9,794,637)
Net Cash from operating activities (A)	64,143,536	68,501,660
B. Cash flows from investing activities:		
Purchase of fixed assets and intangible assets	(255,160)	(830,589)
Sale of fixed assets	270,143	1,914,725
Earmarked deposits matured	-	107,692
Dividend received	-	4,581,000
Interest received	278,142	8,201
Sale/(purchase) of Mutual Funds, net	(54,306,635)	35,643,731
Investment of Bank Deposits	(49,501,749)	-
Net cash from/(used in) investing activities (B)	(103,515,259)	41,424,760
C. Cash flows from financing activities:		
Dividend Paid during the year	-	(72,615,872)
Net cash used in financing activities (C)	-	(72,615,872)
Net increase/(decrease) in Cash and Cash equivalents (A+B+C)	(39,371,723)	37,310,548
Cash and Cash equivalents at the beginning of the year	47,983,478	10,672,930
Cash and Cash equivalents at the end of the year	8,611,755	47,983,478
Cash and cash equivalents at the end of the year (Refer note 13)		
Cash on hand		
Balances with banks - Current accounts	8,611,755	47,983,478
	8,611,755	47,983,478

Supplementary non-cash flow information

Dividends received and re-invested in units of mutual funds	5,307,324	1,686,202
---	-----------	-----------

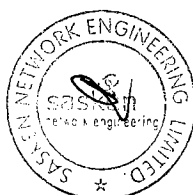
Significant Accounting policies and Notes attached herein form an integral part of the financial statements.

In terms of our report attached.
For Deloitte Haskins & Sells
Chartered Accountants

Monisha Parikh

Monisha Parikh
Partner

Place : Bangalore
Date : April 16, 2015



For and on behalf of the Board of Directors of
Sasken Network Engineering Limited

Rajiv C. Mody
Chairman
DIN 00092037

Neeta Revankar
Director
DIN 00145580

Place : Bangalore
Date : April 16, 2015



2. Share capital

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
2. Authorised capital		
5,000,000 Equity shares of Rs 10 each with 1 voting right per share [At March 31, 2014, 5,000,000 Equity shares of Rs.10 each]	50,000,000	50,000,000
Issued, subscribed and paid up capital		
3,050,000 Equity Shares of Rs. 10/- each fully paid up with 1 voting right per share [As at March 31, 2014 3,050,000 Equity Shares of Rs. 10/- each fully paid up with 1 voting right per share]	30,500,000	30,500,000
	30,500,000	30,500,000

[All the Equity shares are held by the Holding Company - Sasken Communication Technologies Limited and its nominees]

There is no change in the share capital and in the share holding pattern as compared to previous year.

Shareholders holding more than 5 percent shares in the Company:

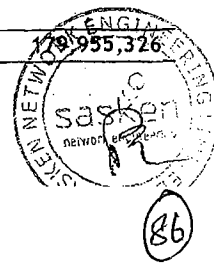
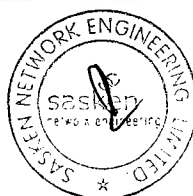
Class of shares / Name of shareholder

Equity shares with voting rights held by Sasken Communication Technologies Limited and its nominees

Number of shares held	3,050,000	3,050,000
% holding in that class of shares	100%	100%

3. Reserves and surplus

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
(a) General reserve		
Opening balance	8,821,353	5,415,042
Add: Transferred from statement of profit and loss	-	3,406,311
Closing balance	8,821,353	8,821,353
(b) Hedging reserve		
Opening balance	-	288,000
Loss / (gain) transferred to statement of profit and loss on occurrence of forecasted hedge transaction	-	(288,000)
Closing balance	-	-
(c) Surplus in the Statement of Profit and loss		
Opening balance	171,133,973	213,093,043
Less: Retained Earnings Adjustment account [Refer note 21(o)]	(57,779)	-
Add: Profit for the year	21,390,415	34,063,113
Less: Transferred to general reserve	-	(3,406,311)
Less: Interim dividend	-	(62,067,500)
Less: Dividend tax	-	(10,548,372)
Less: Proposed dividend	(68,320,000)	-
Less: Dividend tax on proposed dividend	(13,659,981)	-
Closing balance	110,486,628	171,133,973
Total	119,307,981	179,955,326



Sasken Network Engineering Limited
Reference to Notes forming part Balance sheet
4. Long term provisions

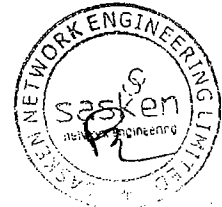
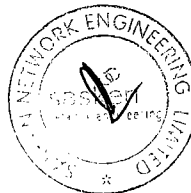
Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
Provision for Gratuity	788,948	3,176,195
Total	788,948	3,176,195

5. Other current liabilities

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
Deferred revenues	464,044	8,757,635
Advance received from customers	-	2,958,726
Statutory liabilities	755,997	1,372,058
Total	1,220,041	13,088,419

6. Short term provisions

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
Provision for Employee compensated absences	1,212,299	4,536,530
Provision for Gratuity	1,038,948	3,302,333
Proposed dividend	68,320,000	-
Dividend tax	13,659,981	-
Income Tax (Net of Advance Income Tax)	7,191,940	7,191,940
Total	91,423,168	15,030,803



Sasken Network Engineering Limited

Reference to Notes Forming Part of Consolidated Balance Sheet

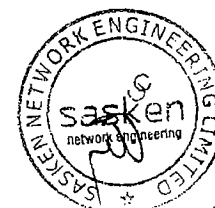
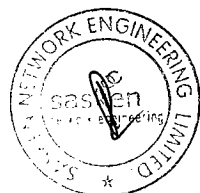
Fixed Assets

Fixed Asset	Notes Reference	Gross Block					Depreciation / Amortization					Net Block	
		As at April 01, 2014	Additions during the year	Deductions	Adjustment (Refer Notes below)	As at March 31, 2015	As at April 01, 2014	During the year	Deductions	Adjustment (Refer Notes below)	As at March 31, 2015	As at March 31, 2015	As at March 31, 2014
Intangible Assets - Owned	7												
<u>Electrical Fittings</u>													
Current Year		262,403	-	187,523	-	74,880	224,522	14,980	187,523	-	51,979	22,901	37,881
(Previous Year)		(286,364)	(-)	(23,961)	(-)	(262,403)	(233,503)	(14,980)	(23,961)	(-)	(224,522)	(37,881)	(52,861)
<u>Leasehold Improvement</u>													
Current Year		162,589	-	162,589	-	-	162,589	-	162,589	-	-	-	-
(Previous Year)		(1,482,597)	(-)	(1,320,008)	(-)	(162,589)	(1,147,371)	(335,226)	(1,320,008)	(-)	(162,589)	(-)	(335,226)
<u>Computers</u>													
Current Year		10,941,780	-	5,251,332	-	5,690,448	9,520,212	1,014,642	5,212,802	57,779	5,379,831	310,617	1,421,568
(Previous Year)		(15,917,688)	(55,500)	(5,031,408)	(-)	(10,941,780)	(13,346,887)	(1,204,322)	(5,030,997)	(-)	(9,520,212)	(1,421,568)	(2,570,801)
<u>Furniture and Fittings</u>													
Current Year		627,663	-	150,060	-	477,603	486,705	48,709	140,748	-	394,666	62,937	140,958
(Previous Year)		(979,805)	(-)	(352,142)	(-)	(627,663)	(473,928)	(360,982)	(348,205)	(-)	(486,705)	(140,958)	(505,877)
<u>Plant and Equipment</u>													
Current Year		40,682,289	-	8,757,041	-	31,925,248	39,342,928	803,552	8,693,221	-	31,453,259	471,989	1,339,361
(Previous Year)		(44,522,807)	(-)	(3,840,518)	(-)	(40,682,289)	(41,177,914)	(1,984,008)	(3,818,994)	(-)	(39,342,928)	(1,339,361)	(3,344,893)
<u>Office Equipment</u>													
Current Year		11,415,323	255,160	2,520,020	-	9,150,463	8,880,969	1,166,501	2,446,886	-	7,600,604	1,549,859	2,534,334
(Previous Year)		(12,037,432)	(-)	(622,109)	(-)	(11,415,323)	(7,198,443)	(2,240,095)	(557,549)	(-)	(8,880,969)	(2,534,334)	(4,838,989)
Intangible Assets - Current Year TOTAL		64,092,047	255,160	17,028,565	-	47,318,642	58,617,945	3,048,384	16,843,769	57,779	44,880,339	2,438,303	5,474,102
Intangible Assets - Previous Year TOTAL		(75,226,693)	(55,500)	(11,190,146)	(-)	(64,092,047)	(63,578,046)	(6,139,613)	(11,099,714)	(-)	(58,617,945)	(5,474,102)	(11,648,647)
Tangible Assets - Owned	8												
<u>Computer Software</u>													
Current Year		30,796,148	-	11,436,625	-	19,359,523	30,792,510	3,165	11,436,152	-	19,359,523	-	3,638
(Previous Year)		(31,308,845)	(271,076)	(783,773)	(-)	(30,796,148)	(28,217,099)	(2,955,487)	(380,076)	(-)	(30,792,510)	(3,638)	(3,091,746)
Tangible Assets - Current Year TOTAL		30,796,148	-	11,436,625	-	19,359,523	30,792,510	3,165	11,436,152	-	19,359,523	-	3,638
Tangible Assets - Previous Year TOTAL		(31,308,845)	(271,076)	(783,773)	(-)	(30,796,148)	(28,217,099)	(2,955,487)	(380,076)	(-)	(30,792,510)	(3,638)	(3,091,746)
Current Year TOTAL		94,888,195	255,160	28,465,190	-	66,678,165	89,410,455	3,051,549	28,279,921	57,779	64,239,862	2,438,303	5,477,740
Previous Year TOTAL		(106,535,538)	(326,576)	(11,973,919)	(-)	(94,888,195)	(91,795,145)	(9,095,100)	(11,479,790)	(-)	(89,410,455)	(5,477,740)	(14,740,393)

Note:

a) Adjustment relating to amount recognized in the opening balance of surplus in the statement of profit & loss relating to assets where useful life is NIL as at April 1, 2014 [refer note 21(o)].

b) Figures in brackets related to the previous year ended March 31, 2014



9 a. Non current investments

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
Investment in Equity Instruments (Non-trade, unquoted, at cost less provision for diminution)		
<u>Investment in subsidiary company</u>		
Sasken Network Engineering Ltd	-	911,400
(As on March 31, 2014 - 20000 equity shares of USD 1 each, fully paid up)		
Aggregate amount of unquoted investments	-	911,400
Aggregate provision for diminution in value of investments	-	-

10. Long term loans and advances

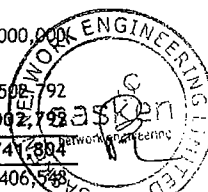
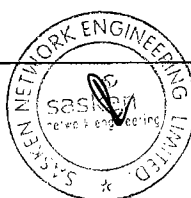
Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
<u>Unsecured, considered good</u>		
Security deposits	-	431,648
Advance income tax (Net of Provision for tax)	45,646,100	41,412,594
MAT Credit Entitlement	955,809	305,059
Total	46,601,909	42,149,301

9b. Current investments

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
<u>i. Unquoted, at lower of cost and net realizable value.</u>		
<u>Investment in Mutual Funds</u>		
260,222.03 (As at March 31, 2014: Nil) units of Rs.10.1025 each of Sundaram Money Fund Direct Plan Daily Dividend	2,628,893	-
4084.461 (As at March 31, 2014: 5463.149) units of Rs.1675.03 each of SBI Magnum Insta Cash Fund- Direct plan- Daily Dividend	6,841,595	9,150,936
70,787.659 (As at March 31, 2014: Nil) units of Rs.10.1982 each of HDFC Liquid Fund- Direct Plan DDR	721,907	-
17,559.875 (As at March 31, 2014: Nil) units of Rs.1528.74 each of Reliance Liquid Fund TP - Direct Daily Dividend Reinvestment	26,844,438	-
31,124.281 (As at March 31, 2014: Ni) units of Rs.1000.6866 each of IDFC Cash Fund DDR - Direct	31,140,982	-
3693.396 (As at March, 2013: Nil) units of Rs.1,000.6027 each of DSP BlackRock Liquidity Fund - Direct Plan - Daily Dividend	3,694,564	-
Nil (As at March 31 , 2014: 75,733.08) units of Rs.100.1950 each of Birla Sun Life Cash Plus- Daily Dividend -Direct Plan -Reinvestment	-	7,588,076
8571.197 (As at March, 2014: Nil) units of Rs.1001.5187 each of Tata Money Market Fund Direct Plan - DDR	8,584,214	-
9953.901 (As at March, 2014: Nil) units of Rs.1011.6200 each of Kotak Floater ST - Direct - DDR	10,069,565	-
97284.290 (As at March, 2014: Nil) units of Rs.10.4302 each of JM High Liquidity Fund -Direct - DDR	1,014,695	-
3721.197 (As at March, 2014: Nil) units of Rs.1098.0000 each of LIC Nomura MF Liquid Fund -Direct - DDR	4,085,874	-
30259.354 (As at March, 2014: Nil) units of Rs.100.503 each of Birla Sun Life Floating Rate Fund Short Term Plan - DDR	3,026,541	-
4624.246 (As at March, 2014: Nil) units of Rs.1005.50 each of Canara Robeco Liquid Direct - DDR	4,649,679	-
149,489.3710 (As at March, 2014: Nil) units of Rs.10.551 each of IDFC Ultra Short Term Fund - DDR - Direct	1,503,131	-
	104,806,078	16,739,012

ii. Quoted , at lower of cost and net realizable value
Investment in Mutual Funds

Nil (As at March 31, 2014: 750,000) units of Rs.10 each of Tata Fixed Maturity Plan Series 43 - Scheme A - Direct Plan - Growth	-	7,500,000
Nil (As at March 31 , 2014: 1,000,000) units of Rs.10 each of Kotak FMP Sept 110 Direct - Growth	-	10,000,000
Nil (As at March 31, 2014: 750,279.21) units of Rs.10.5402 each of UTI Fixed Term Income Fund series	-	7,502,792
Aggregate amount of Current investments	104,806,078	41,742,804
Aggregate market value of quoted investments	-	26,406,548



11. Contracts in progress (at lower of cost and net realizable value)

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
Contracts in progress	-	6,504,014
Total	-	6,504,014

12. Trade receivables

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
<u>Unsecured considered good</u>		
Outstanding for more than six months from due date	3,229,155	-
Outstanding for less than six months from due date	18,794,182	86,664,017
<u>Unsecured considered doubtful</u>		
Outstanding for more than six months from due date	1,386,630	5,284,993
Outstanding for less than six months from due date	-	2,187,782
Less: Provision for doubtful trade receivables	(1,386,630)	(7,472,775)
Total	22,023,337	86,664,017

13. Cash and bank balances

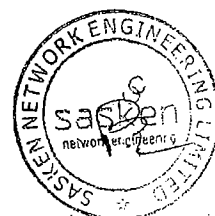
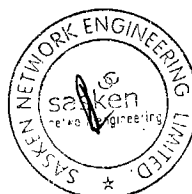
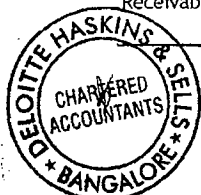
Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
<u>Cash and cash equivalents</u>		
Cash on hand	-	-
Balances with banks - Current accounts	8,611,755	47,983,478
	8,611,755	47,983,478
<u>Other bank balances</u>		
Bank deposits with maturity less than or equal to 12 months	49,500,000	-
Bank balances held as margin money/security against guarantees	12,250	10,501
	49,512,250	10,501
Total	58,124,005	47,993,979

14. Short term loans and advances

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
<u>Unsecured, considered good</u>		
Security deposits	8,000,000	-
Advances recoverable in cash or in kind or for value to be received		
- Advances to employees	-	10,000
- Balances with government authorities-Service Tax	1,581,439	186,076
- Prepaid expenses	2,357,118	3,192,652
Total	11,938,557	3,388,728

15. Other current assets

Particulars	Amount in Rs.	
	As at March 31, 2015	As at March 31, 2014
Interest Income Accrued but not due	2,487,541	-
Unbilled Revenues	3,640,115	16,485,389
Receivable towards sale of Fixed Assets	-	48,809
Total	6,127,656	16,534,198

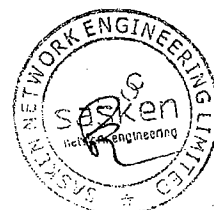
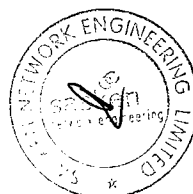
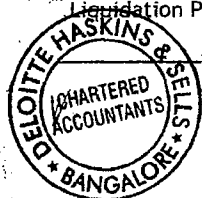


16. Revenue from Operations

Particulars	Amount in Rs.	
	For the Year Ended	For the Year Ended
	March 31, 2015	March 31, 2014
Sale of network engineering services	127,691,656	270,817,053
Sale of Traded goods	-	7,722,817
Total	127,691,656	278,539,870

17. Other Income

Particulars	Amount in Rs.	
	For the Year Ended	For the Year Ended
	March 31, 2015	March 31, 2014
Dividend on current investments	5,307,324	1,678,002
Dividend received from subsidiaries	-	4,581,000
Net gain on sale of current investments	2,538,915	3,756,155
Interest Income		
- on Bank deposits	2,765,683	8,201
- on Income tax refund	-	1,473,576
Write back of unclaimed balances/provisions	2,981,209	109,785
Profit on sale of fixed assets	84,874	607,508
Exchange gain	296,095	3,707,587
Miscellaneous income	23,405	1,621,559
Doubtful trade receivables reversed	3,022,070	7,610,268
Liquidation Proceeds from Subsidiary [refer note 21(q)]	4,294,105	-
Total	21,313,680	25,153,641



18. (Increase)/decrease in Contracts in progress

Particulars	Amount in Rs.	
	For the Year Ended	For the Year Ended
	March 31, 2015	March 31, 2014
Opening balance of contracts in progress	6,504,014	11,822,492
Less: Closing balance of contracts in progress	-	6,504,014
Total	6,504,014	5,318,478

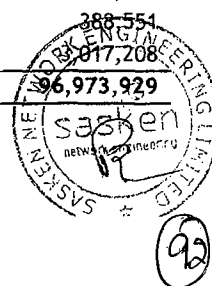
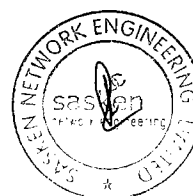
19. Employee benefit expense

Particulars	Amount in Rs.	
	For the Year Ended	For the Year Ended
	March 31, 2015	March 31, 2014
Salaries & Bonus	51,766,799	129,307,929
(includes Gratuity of Rs 2,987,562. Previous period Rs.1,639,570)		
Contribution to Provident and Other Funds	21(i)(II) 1,472,387	5,265,756
Employees State Insurance	21(i)(II) 62,209	391,775
Staff Welfare	426,397	1,692,840
Recruitment and Relocation	121,761	242,506
Total	53,849,553	136,900,806

20. Other expenses

Particulars	Amount in Rs.	
	For the Year Ended	For the Year Ended
	March 31, 2015	March 31, 2014
Rent	12,309,573	13,468,906
Repairs and maintenance	-	-
-Plant and machinery	2,151,345	2,242,517
-Building	397,644	3,334,917
-Others	677,595	535,767
Communication expense	2,185,231	3,404,939
Travel expense (Net of Income Rs.2,240,002 Previous year Rs.6,136,347)	3,971,206	13,842,982
Electricity and water charges	1,058,570	2,858,629
Professional, legal and consultancy charges	1,982,085	3,805,138
Insurance	252,406	625,012
Contract staff cost	25,751,243	28,049,452
Software expense	882,837	19,137,150
Training and conference expense	-	79,211
Selling expense - others	4,983	207,845
Doubtful debts trade receivables provided/(reversed)*	(3,064,073)	-
Bad trade receivables	4,128,862	-
Loss on sale of fixed assets	-	84,825
Auditor's Remuneration		
- Audit fees (including fees for consolidated financials)	1,050,000	1,050,000
- Reimbursement of expenses	94,650	87,121
Rates and taxes	278,981	661,959
Membership & Subscription	112,868	91,800
Printing & Stationery	168,578	388,551
Miscellaneous expense	1,898,236	2,017,208
Total	56,292,820	96,973,929

* Provided in earlier years reversed Rs. 4,128,862 (Previous Year Nil)



Sasken Network Engineering Limited

Notes forming part of the financial statements for the year ended March 31, 2015

1. Description of Business and significant accounting policies

Sasken Network Engineering Limited ("SNEL" or "the Company") is a provider of installation & commissioning services and technical support services to network equipment vendors & operators.

SNEL has its headquarters in Bangalore, India with a wholly owned subsidiary in the United States of America.

Significant Accounting Policies

a) Basis of accounting and preparation of financial statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared under the historical cost convention and on an accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

b) Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognised in the periods in which the results are known / materialise.

c) Revenue Recognition

Income from services

The Company derives its revenues from Installation & Commissioning services and Technical Support services. Revenue on such services are recognized on completion of services and provided the collection is probable.

Sale of traded goods

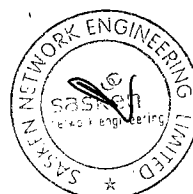
Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers.

d) Contracts-in-Process

Costs related to work in progress that are pending acceptances from customers as at the end of the reporting period are reported as contracts in process. Contracts in process are carried at lower of direct costs and net realizable value.

e) Inventories

Inventories are valued at the lower of cost and net realizable value. Cost is determined on a First-in-First-out basis and includes all direct costs in bringing the inventories to their present location and condition.



f) Fixed Assets

Fixed Assets are stated at cost of acquisition less accumulated depreciation. The cost of an asset comprises its purchase price and any cost directly attributable to bringing the asset to its present condition for intended use. Financing cost relating to acquisition of qualifying fixed assets are also included to the extent they relate to the period till such assets are ready to be put to use.

g) Depreciation and Amortisation

Depreciation on tangible fixed assets has been provided on the straight-line method over the estimated life of the asset, at the rates which are greater than or equal to the corresponding rates prescribed in Part C Schedule II of the Companies Act, 2013. Estimate life of the asset has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

Type of asset	Estimated life (SLM)	Schedule II Estimated life (SLM)
Computers	3	3
Electrical Fittings	5	10
Furniture & Fixtures	10	10
Office Equipment	5	5
Test and Control Equipments	4	15

Leasehold improvements at leased premises are depreciated on SLM, over the estimated useful life or the lease period, whichever is lower

Assets with unit value Rs.5,000 or less are depreciated entirely in the period of acquisition.

Intangible assets which comprise of the following, are amortized over the estimated useful life, on a straight line basis, as given below:

- Generic Computer Software - over 12 months.
- Computer software used for rendering of services over the life of the Project / Product - 12 months to 60 months

h) Investments

Investments that are readily realisable and intended to be held for not more than a year are classified as current investments. All other investments are classified as long-term investments. Current investments are carried at lower of cost and net realizable value determined on an individual investment basis. Long-term investments are carried at cost. However, provision for diminution in value is made to recognize a decline other than temporary in the value of the investments.

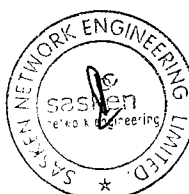
i) Foreign Currency Transactions and Translation

Transactions denominated in foreign currencies are recorded at the exchange rates prevailing on the date of the transaction. Monetary items denominated in foreign currencies at year end are translated at the exchange rate on the date of the Balance Sheet. Non-monetary items denominated in foreign currencies are carried at cost. Exchange differences on settlement or restatement are adjusted in the Statement of Profit and Loss.

j) Employee Benefits

Employee benefits include provident fund, gratuity and compensated absences.

Gratuity



For defined benefit plans in the form of gratuity the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each Balance Sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognised immediately to the extent that the benefits are already vested and otherwise is amortised on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognised past service cost, as reduced by the fair value of scheme assets. Any asset resulting from this calculation is limited to past service cost, plus the present value of available refunds and reductions in future contributions to the schemes.

(ii) Provident Fund

The contributions towards Provident Fund and Pension Fund are remitted to the Office of the Regional Provident Fund Commissioner, Bangalore. Contributions towards Provident Fund and Pension Fund are charged to the Statement of Profit and Loss on an accrual basis.

(iii) Compensated absences

Short-term compensated absences are provided based on estimates. Provision for Long-term compensated absences is made based on actuarial valuation as at the Balance Sheet date. Provision for compensated absences is made on an estimate of utilization / availment of the un-availed leave balance to the credit of the employees as at the year end.

k) Impairment of Assets

The Company assesses at each Balance Sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Statement of Profit and Loss. If at the Balance Sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount.

l) Income Taxes

Income Tax comprises the current tax provision and the net change in the deferred tax asset or liability during the year.

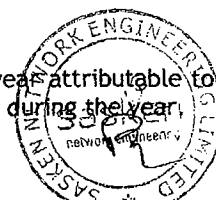
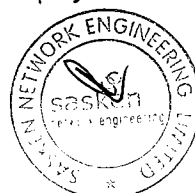
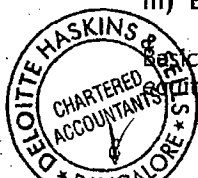
Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Deferred tax assets and liabilities are recognized for the future tax consequences arising out of temporary differences between the carrying values of the assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted or substantively enacted tax rates applicable on the Balance Sheet date. Deferred tax assets are recognised and carried forward to the extent that there is a reasonable / virtual certainty (as applicable) that sufficient future taxable income will be available against which such deferred tax asset can be realised. The effect on deferred tax assets and liabilities resulting from change in tax rates is recognized in the income statement in the year of enactment of the change.

Minimum alternative tax (MAT) paid in accordance to the tax laws, which gives rise to future economic benefits in the form of adjustment of future income tax liability, is considered as an asset if there is convincing evidence that the company will pay normal income tax. Accordingly MAT is recognized as an asset in the balance sheet when it is highly probable that future economic benefit associated with it flows to the company and the asset can be measured reliably.

m) Earnings Per Share

Earnings per Share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.



For the purpose of calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

n) Provisions & Contingencies

A provision is recognized when an enterprise has a present obligation as a result of past event; it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes.

o) Segment Policy

Identification of segments:

The Company is focused in the telecommunication space. The risks and returns of the Company are predominantly determined by the nature of the solutions offered to its customers, which may be in the form of products or services. The primary reporting segment being business segment is installation & commissioning services and Technical Support services.

The geographical segment information is disclosed based on the location of the customers.

p) Operating Lease

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased term are classified as operating lease. Operating lease payments are recognised as expense in the Statement of Profit and Loss on a straight line basis over the lease term.

q) Derivatives

Forward exchange contracts not intended for trading or speculation purposes covered by notified AS-11.

The premium or discount arising at the inception of forward exchange contracts is amortized as expense or income over the life of the contract. Exchange differences on such contracts are recognized in the Statement of Profit and Loss in the year in which the exchange rates change. Any profit or loss arising on cancellation or renewal of forward exchange contract is recognized as income or as expense for the year.

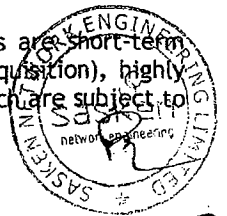
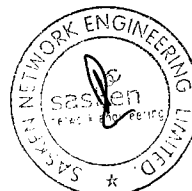
The Company has adopted the principles of Accounting Standard (AS) 30 'Financial Instruments: Recognition and Measurement'. Accordingly, forward exchange contracts taken to hedge the foreign exchange exposure on highly probable sales forecast transaction which qualify for hedge accounting are fair valued at Balance Sheet date and the effective portion of the resultant loss / (gain) is debited / credited to the hedging reserve and the ineffective portion is recognized in the Statement of Profit and Loss.

Changes in the fair value of derivative instruments that do not qualify for hedge accounting are recognized in the Statement of Profit and Loss as they arise.

Hedge Accounting is discontinued when the hedging instrument expires or is sold, or terminated, or exercised, or no longer qualifies for hedge accounting. Any cumulative gain or loss on the hedging instrument recognized in hedging reserve is transferred to the Statement of Profit and Loss when the forecasted transaction occurs or when a hedged transaction is no longer expected to occur.

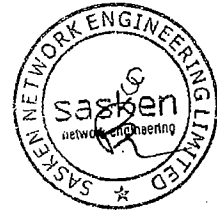
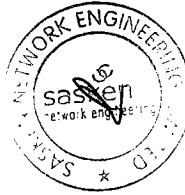
r) Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.



s) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.



Notes forming part of the financial statements for the year ended March 31, 2015

21. Other Notes to accounts

a) Earnings per Share (EPS)

Earnings Per Share has been determined as follows:

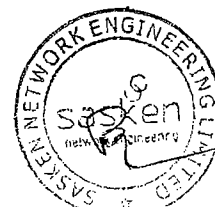
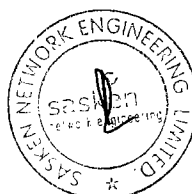
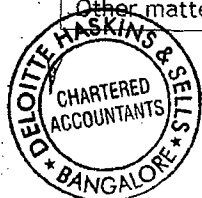
		Amount in INR	
Particulars		For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
Profit after tax as per the Statement of Profit and Loss	A	21,390,415	34,063,113
Profit attributable to Equity Shareholders	B	21,390,415	34,063,113
Weighted Average number of Shares for Basic EPS	C	3,050,000	3,050,000
Weighted Average number of Shares for Diluted EPS	D	3,050,000	3,050,000
		Rs.	Rs.
Nominal value of equity shares		10.00	10.00
Earnings Per Share			
Basic	A / C	7.01	11.17
Diluted	B / D	7.01	11.17

b) Earnings in Foreign Currency (on accrual basis)

		Amount in INR	
		For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
Revenue		79,038,534	149,679,710
Reimbursements		2,240,002	7,364,347
Dividend		4,294,105	4,581,000

c) Expenditure in Foreign Currency (on accrual basis)

		Amount in INR	
		For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
Professional, legal and consultancy charges		704,538	759,257
Traded goods		Nil	6,622,605
Software expense		833,593	27,432,961
Travel expense		1,419,198	9,141,743
Contract staff cost		24,003,545	14,505,290
Salaries and other employee related costs		14,271,998	12,491,419
Other matters		9,968,603	3,464,182



d) C.I.F value of Imports

	Amount in INR	
	For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
Capital Goods	Nil	Nil

e) Purchase of traded goods:

Particulars	Amount in INR	
	For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
Servers and related accessories	Nil	6,750,279
Total	Nil	6,750,279

f) Sale of traded goods:

Particulars	Amount in INR	
	For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
Servers and related accessories	Nil	7,722,817
Total	Nil	7,722,817

g) Contingent liabilities and Commitments

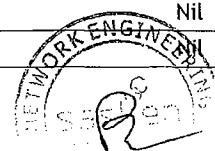
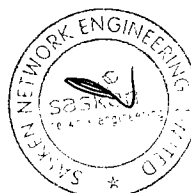
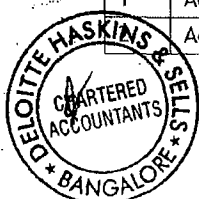
Particulars	Amount in INR	
	As at 31-Mar-2015	As at 31-Mar-2014
i. Contingent liabilities:		
Income tax matters relating to disallowance of certain deductions and fringe benefit taxes	26,518,318	26,518,318
ii. Commitments:		
Towards Security Deposit	Nil	8,000,000

h) There are no dues to Micro and Small Enterprises as at the year end. The information disclosure with regard to Micro and Small Enterprises is based on information collected by the management on enquiries made with the vendors which have been relied upon by the auditors.

i) Employee Benefits

1. The following computations provide disclosures in accordance with Accounting Standard (AS) 15 on Employee benefits, for Defined benefit plans - As per actuarial valuations :

	Particulars	Amount in INR	
		As at 31-Mar-2015	As at 31-Mar-2014
i)	Components of employer expense		
1	Current Service cost	460,253	1,068,321
2	Interest cost	210,095	559,827
3	Expected return on plan assets	Nil	Nil
4	Past Service Cost	Nil	Nil
5	Actuarial Losses/(Gains)	2,317,214	11,422
6	Transfer in	Nil	Nil
7	Total expense / (gains) recognised in the Statement of Profit & Loss	2,987,562	1,639,570
ii)	Actual Contribution and Benefits Payments for the year ended March 31, 2014		
1	Actual benefit payments	Nil	Nil
	Actual Contributions	Nil	Nil



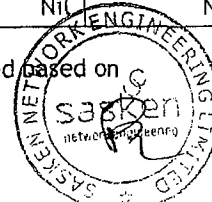
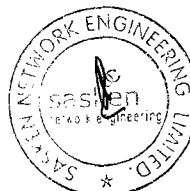
	Particulars	As at 31-Mar-2015	As at 31-Mar-2014
iii)	Net (asset)/liability recognised in Balance Sheet as at March 31, 2015		
1	Present value of Defined Benefit Obligation (DBO)	1,827,896	6,478,528
2	Fair value of plan assets	Nil	Nil
3	Funded status [Surplus/(Deficit)]	Nil	Nil
4	Unrecognised Past Service Costs	Nil	Nil
5	Net (asset) / liability recognised in Balance Sheet	1,827,896	6,478,528
iv)	Change in Defined Benefit Obligations during the year ended March 31, 2015		
1	Present Value of DBO at beginning of year	6,478,528	7,657,182
2	Current Service cost	460,253	1,068,321
3	Interest cost	210,095	559,827
4	Actuarial (gains)/ losses	2,317,214	11,422
5	Transfer in	Nil	Nil
6	Past Service Cost	Nil	Nil
7	Benefits paid	(7,638,194)	(2,818,224)
8	Present Value of DBO at the end of year	1,827,896	6,478,528
v)	Change in Fair Value of Assets during the year ended March 31, 2015		
1	Plan assets at beginning of year	Nil	Nil
2	Actual return on plan assets	Nil	Nil
3	Actual Company contributions	Nil	Nil
4	Benefits paid	Nil	Nil
5	Plan assets at the end of year	Nil	Nil

		Compensated absences	
vi)	Actuarial Assumptions	31-Mar-2015	31-Mar-2014
1	Discount Rate	7.9%	8.96%
2	Attrition rate	10%	10%
3	Salary escalation	5%	5%
4	Mortality	Indian Assured Lives Mortality (1994 - 96) (modified) Ultimate	
5	Retirement Age Considered	60 Years	

Experience Adjustments

Particulars	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11
Defined benefit obligation	1,827,896	6,478,528	7,657,182	6,671,912	5,501,270
Plan Assets	Nil	Nil	Nil	Nil	Nil
Surplus/(Deficit)	1,827,896	6,478,528	7,657,182	6,671,912	5,501,270
Exp. Adjustment on Plan Liabilities	2,014,274	(308,205)	(1,016,967)	(441,635)	(669,836)
Assumptions change	302,940	319,627	184,866	(174,655)	319,331
Exp. Adjustment on Plan Assets	Nil	Nil	Nil	Nil	Nil

Note: Assumptions relating to future salary increases, attrition, etc. have been considered based on relevant economic factors such as inflation, market growth etc.



100

II. Details of payments to defined contribution plans:

Amount in INR

Particulars	For the Year Ended 31-Mar-15	For the Year Ended 31-Mar-14
Provident Fund & Pension Fund (excluding Labour welfare fund)	1,472,387	5,265,756
Employee State Insurance	62,209	391,775

j) Related Party Disclosures

Name of the related parties and description of relationship

Holding Company: Sasken Communication Technologies Limited

Subsidiary: Sasken Network Solution Inc.

Joint Venture of Holding Company: ConnectM Technology Solutions Pvt. Ltd. (ConnectM)

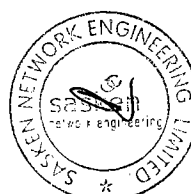
Amount in INR

Particulars		Holding Company		Subsidiary	
		For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014	For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
Transactions during the year					
Sale of Services	(*)	18,648,730	56,977,695	Nil	9,976,295
Rent Expenses		10,618,152	3,096,961	Nil	Nil
Reimbursement of expenses (Payable)		4,141,627	7,064,744	Nil	Nil
Reimbursements of cost transfers (Receivable)		6,468	149,376	Nil	Nil
Dividend Received		Nil	Nil	Nil	4,581,000
Liquidation proceeds		Nil	Nil	4,294,105	Nil
Interim Dividend		Nil	62,067,500	Nil	Nil
Repayment of Capital		Nil	Nil	911,400	Nil
Closing balances of the (Payables) and Receivables		As at 31-Mar-2015	As at 31-Mar-2014	As at 31-Mar-2015	As at 31-Mar-2014
Trade Receivables & other current assets	(*)	1,601,495	27,203,739	Nil	Nil
Trade Payables		Nil	62,590	Nil	Nil

Particulars	Joint Venture of Holding Company (ConnectM)	
	For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
Transactions during the year	Nil	Nil
Closing balances of the (Payables) and Receivables	As at 31-Mar-2015	As at 31-Mar-2014
Trade Receivables	321,843	321,843
Provision for Doubtful Trade Receivables	321,843	321,843

(*) - Includes Unbilled Revenue

Related Parties have been identified by the management and relied upon by the auditors. No amount has been written off or written back during the year in respect of debts due from or to related parties.



k) Segment Reporting

The Company provides installation & commissioning services and Technical Support services, which in the opinion of the management represents a single business segment and hence no separate disclosure has been made. The geographical segment information is disclosed based on location of the customers.

**Geographical Segments
Revenues**

Region	Amount in INR	
	For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
North America (including Canada)	23,215,678	64,797,615
Europe, Middle East & Africa	55,822,856	79,817,514
Asia-Pacific (including India)	48,653,122	133,924,741
Total	127,691,656	278,539,870

Assets:

Region	Amount in INR	
	As at 31-Mar-2015	As at 31-Mar-2014
North America (including Canada)	Nil	26,819,598
Europe, Middle East & Africa	22,256,023	40,588,413
Asia-Pacific (including India)	26,396,044	99,575,812
Total	48,652,067	166,983,823

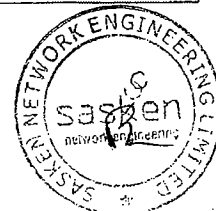
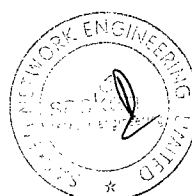
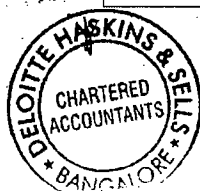
l) Operating leases

The Company has operating leases for office/Guest House premises that are renewable on a periodic basis and are cancelable by giving a notice period ranging from 1 month to 6 months. Rent escalation clauses vary from contract to contract.

	Amount in INR	
	For the Year Ended 31-Mar-2015	For the Year Ended 31-Mar-2014
Rent expenses included in Statement of Profit & Loss towards operating leases	12,309,573	13,468,906

The Company has entered into non-cancellable lease agreements for the hire of laptops. The lease rentals charged to the Statement of Profit & Loss in respect of these leases for the year ended March 31, 2015 amounts to Rs. 1,069,769/- (Previous Year Rs.1,636,819/-) . The future minimum lease payments under the agreements are as follows:

	Amount in INR	
	As at 31-Mar-2015	As at 31-Mar-2014
Not later than one year	Nil	1,031,629
Later than one year and not later than five years	Nil	38,140



m) Deferred Tax

Deferred Tax Asset as at March 31, 2015 comprises:

Particulars	Amount in INR	
	As at 31-Mar-2015	As at 31-Mar-2014
Timing differences on account of depreciation	8,235,000	8,706,000
On account of provision for doubtful trade receivables	469,000	2,425,000
Provision for employee benefits	1,029,000	2,539,000
Other Timing differences	Nil	88,000
Total	9,733,000	13,758,000

n) Foreign Currency Exposure

The year end foreign currency exposures that have not been hedged by a derivative instrument or otherwise are given below:

Amounts receivable in foreign currency on account of the following (*):

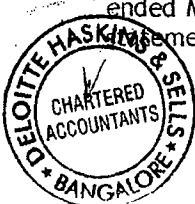
	Currency	As at 31-Mar-2015		As at 31-Mar-2014	
		Foreign Currency	Rupees	Foreign Currency	Rupees
Trade Receivables & Other Current Assets	GBP	Nil	Nil	36,000	3,585,398
	USD	155,506	9,718,359	784,632	47,007,298
	AED	580,368	9,874,781	541,397	8,830,177
Total			19,593,140		59,422,873

(*)- includes Unbilled Revenue

Amounts payable in foreign currency on account of the following:

	Currency	As at 31-Mar-2015		As at 31-Mar-2014	
		Foreign Currency	Rupees	Foreign Currency	Rupees
Trade Payables	AED	18,198	1,137,276	74,910	1,221,777
	USD	8,906	151,534	24,722	1,481,109
Advances received	Nil	Nil	Nil	14,897	892,492
Total			1,288,810		3,595,378

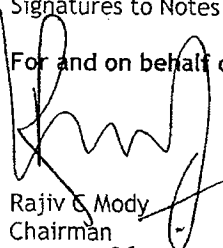
- o) During the year, the Company has reassessed the useful lives of fixed assets. Consequently, the useful life of computers is reduced from 4 years to 3 years. In accordance with Schedule II to the Companies Act 2013, the written down value of computers as at April 1, 2014, is depreciated over the remaining estimated useful life and in cases where useful life is Nil as on that date, the written down value is recognised in the opening balance of Surplus in the Statement of Profit and loss. This change in accounting estimate has resulted in an increase in depreciation expense for the year ended March 31, 2015 by Rs. 333,755 and an adjustment in the opening balance of Surplus in the Statement of Profit and loss of Rs. 57,779.



- p) During the year, as decided by the management and Board of Directors of the Group, a one-time special payment was made to employees as a token of appreciation in relation to receipt of favorable award by the Group at an arbitration proceeding.
- q) During the year, subsidiary of the Company, Sasken Network Solutions Inc (SNSI) is liquidated and the proceeds received on liquidation are disclosed under other income.
- r) Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

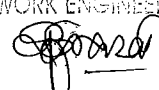
Signatures to Notes 1 to 21

For and on behalf of the Board of Directors


Rajiv C Mody
Chairman
DIN 00092037
Place: Bangalore,
Date: 16 April 2015


Neeta Revankar
Director
DIN 00145580

For SASKEN NETWORK ENGINEERING LIMITED


Authorised Signatory

