

Corporate Governance Report	
Sasken Technologies Limited	
<b>General information about company</b>	
Scrip code	532663
NSE Symbol	SASKEN
MSEI Symbol	NOTLISTED
ISIN	INE231F01020
Name of the entity	Sasken Technologies Limited
Date of start of financial year	01-04-22
Date of end of financial year	31-03-23
Reporting Quarter	Q4 FY23 Yearly
Date of Report	31-03-23
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

**Annexure I to be submitted by listed entity on quarterly basis**

**I. Composition of Board of Directors**

**Disclosure of notes on composition of board of directors explanatory: Notes\***

**Whether the listed entity has a Regular Chairperson**

**Yes**

**Whether Chairperson is related to MD or CEO**

**Yes**

Sr No	Name of the Director	PAN	DIN	Category 1 of directors	Date of Birth	Whether the Director is disqualified?	Current Status	Special resolution passed under Reg. 17(1A)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of director (in months)	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Rajiv C. Mody	ABBPM2470N	00092037	Executive Director - Chairperson related to Promotor - MD	06-04-58	No	Active	NA		29-09-89	18-07-19	-		2	1	1	-
2	Bharat V. Patel	ACXPP5089K	00060998	Non-Executive Independent Director	25-09-44	No	Active	Yes	18-07-19	16-07-09	18-07-19	-	164.00	1	1	1	-
3	Madhu Khatri	AAKPK5484G	00480442	Non-Executive Independent Director	13-07-63	No	Active	NA		27-03-20	29-07-20	-	36.00	1	1	-	-
4	Pranabh D. Mody	AACPM9192P	00035505	Non-Executive Non-Independent Director	09-12-63	No	Active	NA		29-07-91	29-07-91	-		1	-	1	-
5	Raja Ramana Macha	AAJPM2680D	06904402	Non-Executive Independent Director	26-08-66	No	Active	NA		24-01-23	21-03-23	-	3.00	1	1	-	-
6	Sanjay M. Shah	AKMPS5692L	00375679	Non-Executive Independent Director	30-08-63	No	Active	NA		10-06-05	18-07-19	-	213.00	1	1	1	1
7	Som Mittal	AAWPM7639P	00074842	Non-Executive Independent Director	07-02-52	No	Active	Yes	20-07-22	21-04-22	20-07-22	-	12.00	3	3	1	1
8	Sunil Sachan	BTOPS3657R	09849981	Non-Executive Independent Director	27-05-75	No	Active	NA		24-01-23	21-03-23	-	3.00	1	1	-	-
9	Sunirmal Talukdar	ABNPT6999B	00920608	Non-Executive Independent Director	06-12-51	No	Active	NA		16-02-16	21-07-21	-	85.00	5	5	5	3
10	G. Venkatesh	AAHPV2370D	00092085	Non-Executive Non-Independent Director	04-06-61	No	Active	NA		25-01-05	20-07-22	-		1	-	1	-

II. Composition of Committees							
Disclosure of notes on composition of committees explanatory							
Is there any change in information of committees compare to previous quarter							No
<b>Audit Committee Details</b>							
Whether the Audit Committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00920608	Sunirmal Talukdar	Non-Executive - Independent Director	Chairperson	22-04-2016		
2	00060998	Bharat V. Patel	Non-Executive - Independent Director	Member	13-04-2017		
3	00035505	Pranabh D. Mody	Non-Executive - Non Independent Director	Member	27-10-2005		
<b>Nomination and remuneration committee</b>							
Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00060998	Bharat V. Patel	Non-Executive - Independent Director	Chairperson	30-03-2017		
2	00035505	Pranabh D. Mody	Non-Executive - Non Independent Director	Member	17-01-2009		
3	00920608	Sunirmal Talukdar	Non-Executive - Independent Director	Member	09-03-2020		
<b>Stakeholders Relationship Committee</b>							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00375679	Sanjay M. Shah	Non-Executive - Independent Director	Chairperson	30-06-2020		
2	00092037	Rajiv C. Mody	Executive Director	Member	01-02-2001		
3	00092085	G. Venkatesh	Non-Executive Non-Independent Director	Member	14-04-2005		
<b>Risk Management Committee</b>							
Whether the Risk Management Committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00035505	Pranabh D. Mody	Non-Executive - Non Independent Director	Chairperson	25-08-2021		
2	00480442	Madhu Khatri	Non-Executive - Independent Director	Member	25-08-2021		
3	00092085	G. Venkatesh	Non-Executive - Non - Independent Director	Member	25-08-2021		
<b>Corporate Social Responsibility Committee</b>							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00092037	Rajiv C. Mody	Executive Director	Chairperson	31-03-2015		
2	00035505	Pranabh D. Mody	Non-Executive - Non Independent Director	Member	01-06-2022		
3	00375679	Sanjay M. Shah	Non-Executive - Independent Director	Member	31-03-2015		

**Annexure 1**  
**III. Meeting of Board of Directors**

Sr No	FY and Quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Total number of Directors as on date of meeting	Number of Directors present*(All Directors including Independent Directors)	No. of Independent Directors attending the meeting*
1	Q3 FY2023	21-10-22		Yes	8	8	5
2	Q4 FY2023	24-01-23	94	Yes	8	8	5

**IV. Meeting of Committees**

Sr No	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Total number of Directors as on date of meeting	Number of Directors (all Directors including Independent Directors)	Number of Independent Directors attended the meeting	No. of Independent attended the meeting (other than Board of Directors)
1	Audit Committee	20-10-22		Yes	3	3	2	0
2	Audit Committee	15-12-22	55	Yes	3	3	2	0
3	Audit Committee	23-01-23	38	Yes	3	3	2	0
4	Nomination and Remuneration Committee	14-12-22		Yes	3	3	2	0
5	Risk Management Committee	21-11-22		Yes	3	3	1	0
6	Corporate Social Responsibility Committee	16-12-22		Yes	3	2	1	0
7	Corporate Social Responsibility Committee	27-02-23		Yes	3	2	1	0

\*to be filled in only for the current quarter meetings

**V. Related Party Transactions**

Sr No	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	NA
2	Whether shareholder approval obtained for material RPT	NA	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	NA
Disclosure of notes on related party transactions**		NA	NA
Disclosure of notes of material transaction with related party		NA	NA

\*\*Notes: Approval of Board was obtained for a related party transaction to be entered which is at arm's length basis and in the ordinary course of business. As an abundant caution the said RPT was placed at & approved by the shareholders at the 34th Annual General Meeting of the Company.

**Annexure II**

**Annexure II to be submitted by the listed entity at the end of the financial year (for the whole of the financial year)**

Sr. No.	Item	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here	Web address
1	Details of Business	Yes		<a href="https://www.sasken.com/">https://www.sasken.com/</a>
2	Terms and conditions of appointment of Independent Directors	Yes		<a href="https://www.sasken.com/investors/corporate-governance">https://www.sasken.com/investors/corporate-governance</a>
3	Composition of various committees of Board of Directors	Yes		<a href="https://www.sasken.com/investors/management-team">https://www.sasken.com/investors/management-team</a>
4	Code of Conduct of Board of Directors and Senior Management Personnel	Yes		<a href="https://www.sasken.com/investors/corporate-governance">https://www.sasken.com/investors/corporate-governance</a>
5	Details of establishment of vigil mechanism / Whistle Blower Policy	Yes		<a href="https://www.sasken.com/investors/corporate-governance">https://www.sasken.com/investors/corporate-governance</a>
6	Criteria of making payments to Non-Executive Directors	Yes		<a href="https://www.sasken.com/investors/corporate-governance">https://www.sasken.com/investors/corporate-governance</a>
7	Policy on dealing with related party transactions	Yes		<a href="https://www.sasken.com/investors/corporate-governance">https://www.sasken.com/investors/corporate-governance</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="https://www.sasken.com/investors/corporate-governance">https://www.sasken.com/investors/corporate-governance</a>
9	Details of familiarization programmes imparted to Independent Directors	Yes		<a href="https://www.sasken.com/investors/corporate-governance">https://www.sasken.com/investors/corporate-governance</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.sasken.com/investors">https://www.sasken.com/investors</a>
11	Email address for grievance redressal and other relevant details	Yes		<a href="https://www.sasken.com/investors">https://www.sasken.com/investors</a>
12	Financial results	Yes		<a href="https://www.sasken.com/investors/quarterly-results">https://www.sasken.com/investors/quarterly-results</a>
13	Shareholding pattern	Yes		<a href="https://www.sasken.com/investors/shareholding-pattern">https://www.sasken.com/investors/shareholding-pattern</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		-
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		-
16	New name and the old name of the listed entity	NA		-
17	Advertisements as per Regulation 47 (1)	Yes		<a href="https://www.sasken.com/investors/announcements">https://www.sasken.com/investors/announcements</a>
18	Credit rating or revision in credit rating obtained	Yes		<a href="https://www.sasken.com/investors/frequently-asked-questions">https://www.sasken.com/investors/frequently-asked-questions</a>
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.sasken.com/investors/financials-subsidiaries">https://www.sasken.com/investors/financials-subsidiaries</a>
20	Whether Company has provided information under separate section on its website as per Regulation 46 (2)	Yes		<a href="https://www.sasken.com/disclosure-under-regulation-46-of-the-sebi-listing-regulations">https://www.sasken.com/disclosure-under-regulation-46-of-the-sebi-listing-regulations</a>
21	Materiality policy as per Regulation 30	Yes		<a href="https://www.sasken.com/investors/corporate-governance">https://www.sasken.com/investors/corporate-governance</a>
22	Dividend distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.sasken.com/investors/corporate-governance">https://www.sasken.com/investors/corporate-governance</a>
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="https://www.sasken.com/investors">https://www.sasken.com/investors</a>
24	Disclosure of notes on website in terms of Listing Regulations explanatory (Text block)		Notes	-

**Annexure 1****VI. Affirmations**

<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	NA
<b>Sr</b>	<b>Subject</b>	<b>Compliance status</b>
1	Name of signatory	Paawan Bhargava
2	Designation	Company Secretary and Compliance Officer

Annexure I				
VI. Affirmations				
Sr. No.	Particulars	Regulation Number	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	Yes	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any Information to be provided		NA	

Annexure II		
1	Name of signatory	Paawan Bhargava
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Complaine Status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any Information to be provided	NA

<b>Annexure II</b>		
1	Name of signatory	Paawan Bhargava
2	Designation	Company Secretary and Compliance Officer

**Additional Half yearly Disclosure**

Applicability of disclosure	<b>Not Applicable</b>		
Reason for Non Applicability	This disclosure is not applicable, since the Company has not given any loans/guarantees/comfort letters etc.		
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>			
<b>(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>			
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By</b>			
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months(taking into account any invocation)</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>			
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
<b>(D) Additional Information</b>			
<b>II. Affirmations</b>			
<b>Affirmations</b>	<b>Compliance Status</b>	<b>Company Remarks</b>	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name			
Designation			
Place			

**Signatory Details**

Name of signatory	Paawan Bhargava
Designation	Company Secretary and Compliance Officer
Place	Bengaluru
Date	19-04-23