



SASKEN

Sasken Technologies Limited

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CIN: L72100KA1989PLC014226

NOTICE OF POSTAL BALLOT

NOTICE is hereby given that pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, (the Act), read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) and other applicable provisions of the Act and the Rules, General Circular No. 11/2022 dated 28th December, 2022 read with General Circular Nos.14/2020 dated 8th April, 2020, together with other relevant circulars issued by the Ministry of Corporate Affairs (MCA Circulars), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification and/or re-enactment thereof for the time being in force as amended from time to time), the resolution appended below is proposed to be passed by the members through postal ballot, only by way of remote e-voting process (e-voting).

Accordingly, the proposed special resolution together with the explanatory statement setting out the material facts as required under Section 102 of the Act, is annexed herewith for consideration of the members.

In accordance with the MCA circulars, members can vote only through the e-voting. Accordingly, the Company is pleased to provide e-voting facility to its members to cast their votes electronically. Members are requested to read the instructions given in the Notes to this Notice to cast their votes electronically not later than 5.00 p.m. IST on 22nd September 2023, the last day fixed for casting the votes electronically.

SPECIAL BUSINESS

Re-appointment of Ms. Madhu Khatri (DIN: 00480442) as an Independent Director

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

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Ms. Madhu Khatri (DIN: 00480442), who was appointed as an Independent Director at the Thirty Second Annual General Meeting of the Company for a term of up to three years and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing from a Shareholder under Section 160(1) of the Act proposing her candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of up to two years with effect from 29th July 2023.

By order of the Board

Bengaluru
28th July 2023

Paawan Bhargava
Company Secretary

NOTES

1. An Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the businesses stated in the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26 and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment is also forming part of said Statement.
2. Mr. Gopalakrishnaraj H H, Practicing Company Secretary (Membership No. FCS: 5654; CP: 4152) is appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
3. In compliance with the provisions of section 108 and 110 of the Act read with the Rules, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company is providing the facility to all its members to exercise their right to vote by electronic means as an alternate mode of voting which will enable them to cast their votes electronically, for which necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) as the agency for providing e-voting facility. The instructions for e-voting provided as part of this Postal Ballot Notice which the members are requested to read carefully before casting their vote.
4. In compliance with the circulars, Notice of the Postal Ballot along with the Explanatory Statement is being sent only through electronic mode to those members whose names appear on the Register of Members / List of beneficial owners as on **11th August 2023 (Cut-off date)** and whose email address is registered with the Depositories / Company's Registrar & Transfer Agent (RTA).
5. Shareholders may note that the Notice will also be available on the Company's website www.sasken.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com. The shareholders who have not received the Notice due to any reasons may access the same on the website of the Company, Stock Exchange(s) or of NSDL.
6. Shareholders holding shares in dematerialised mode are requested to register / update their email address with the relevant Depository Participants (DP) and to the RTA, in case the shares are held in physical form by providing requisite details. In case of any queries / difficulties in registering the e-mail address, shareholders may write to M/s. Kfin Technologies Limited, RTA at inward.ris@kfintech.com with a copy marked to the Company at cosec@sasken.com.
7. Shareholders seeking any information with regard to the proposed resolution, or any matter covered in the notice are requested to write to the Company through email to cosec@sasken.com. The same will be replied by the Company suitably.
8. Shareholders would be able to cast their votes and convey their assent or dissent to the proposed resolution only through e-voting. Members whose names appear in the list of beneficial owners / register of members provided by the Depositories as on the Cut-off date will only be considered eligible for the purpose of e-voting.
9. Persons who become shareholders of the Company after the Cut-off date, should treat this notice only for information purpose and are not entitled to vote.
10. The voting rights of the shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the Cut-off date.

11. E-voting will commence on **Thursday, 24th August 2023 at 9.00 am (IST) and ends on Friday, 22nd September 2023 at 5.00 pm (IST)**. Shareholders should cast their votes during this period, for votes to be eligible for being considered. The shareholders shall not be entitled to vote thereafter. Once the vote on a resolution is cast by the shareholders, they shall not be allowed to change it subsequently.
12. All material documents referred to in the Postal Ballot Notice will be available for inspection electronically until the closing date of e-voting.
13. The resolution, if approved shall be deemed to have been passed on the last date of e-voting, i.e., 22nd September 2023.
14. The voting results of the Postal Ballot and Scrutinizer's Report will be submitted within 2 working days of conclusion of postal ballot process and the same will be displayed on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited and on Company's website at www.sasken.com.





PROCEDURE FOR E-VOTING

The way to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

STEP 1: Access to NSDL e-Voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode:

In terms of SEBI circular dated 9th December 2020 on e-voting facility to be provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on “Access to e-voting” under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider i.e., NSDL and you will be re-directed to e-voting website of NSDL for casting your vote during the e-voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their <u>existing user id and password</u>. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use their existing my Easi / Easiest username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the e-voting period. Additionally, links also provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the User is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com. Click on -> login -> New System Myeasi Tab and then click on Register option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & E-mail as recorded with Depositories. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on <i>Company name</i> or <i>e-voting service provider</i> i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Details of Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL are as under:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

Process for Logging-in to NSDL e-voting website

1. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 124989 then user ID is 124989001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the Company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password.’
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the One Time Password (OTP) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, ‘Home page’ of e-voting will open.

STEP 2: Process to cast your vote electronically on NSDL e-voting system:

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is Open.
2. Select “EVEN” of the Company to cast your vote during the e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on “Submit” and “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to scrutinizer@sasken.com with a copy marked to cosec@sasken.com and evoting@nsdl.co.in. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **“Upload Board Resolution / Authority Letter”** displayed under **“e-voting”** tab in their login.
2. It is recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose Email IDs are not registered with the depositories for procuring user ID and password and registration of Email IDs for e-voting on the resolution set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of the Shareholder(s), scanned copy of the Share Certificate (front and back), PAN (self-attested), AADHAR (self-attested) by email to einward.ris@kfintech.com with a copy marked to cosec@sasken.com. RTA will revert with the process and requisite documents for registration of Email ID in the Folio.
2. In case shares are held in demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16 digit beneficiary ID), Name, Copy of updated client master data or Consolidated Account statement, PAN (self-attested), AADHAR (self-attested) at einward.ris@kfintech.com with a copy marked to cosec@sasken.com. Once your details are registered, please refer to the login method explained at **Step 1 (A)** above.
3. Alternatively, shareholders may send a request to evoting@nsdl.co.in for procuring User ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 2020 on e-voting facility to be provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

EXPLANATORY STATEMENT

As required under Section 102 of the Act and Regulation 36 of Listing Regulations, the following explanatory statement sets out material facts relating to business mentioned in the accompanying Notice and should be read as forming part of the Notice.

Ms. Madhu Khatri (DIN 00480442) born on 13th July 1963 was initially appointed as an Independent Director at the 32nd Annual General meeting held on 29th July 2020 for the 1st term of 3 years which ended on 28th July 2023.

Pursuant to Section 149, 150, 161 and other applicable provisions of the Act and the Listing Regulations, the Board on 28th July 2023, based on the recommendation of Nomination and Remuneration Committee, had appointed Ms. Madhu Khatri as an Additional Director in the capacity of Independent Director of the Company and recommended for her re-appointment for a 2nd term of up to 2 years with effect from 29th July 2023 to 28th July 2025 (both days inclusive) subject to the approval of the shareholders through special resolution.

She is a seasoned C-Suite executive with over 30 years of global experience working with multinational companies as a trusted advisor to corporate leaders on risk mitigation, compliance, reputation management, business strategy, mergers & acquisitions, and complex legal & policy issues. In the course of these 30 years, she has been the General Counsel of Microsoft India and the General Counsel of Wipro. Her experience includes being legal counsel at GE Health Care South Asia, advisory work at PWC & Arthur Andersen and extensive litigation experience in tax courts and the Supreme Court of India.

She graduated from Lady Shri Ram College with a B.A in Political Science (Hons), a Bachelor's in law (LL.B) from Delhi University and a Master's in Law (LL.M) from Columbia University.

She is a Member of Stakeholders Relationship Committee and Risk Management Committee of the Company.

She does not hold any equity shares of the Company and her office shall not be liable to retire by rotation.

Given her educational, professional background and experience, the Board had considered that her re-appointment for a 2nd Term of up to 2 years would be beneficial to the Company. In the opinion of the Board, she fulfils the conditions specified in the Act, the Rules made thereunder and Listing Regulations for her appointment as a Woman Independent Director of the Company and is independent of the management.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, she had confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge duties as Independent Director of the Company.

The Company has, in terms of Section 160(1) of the Act, received a notice in writing from the Member, proposing her candidature for the office of Director.

Since it would be necessary to obtain approval of the shareholders on or before 27th October 2023 in terms of the provisions of the Listing Regulations, it is proposed to obtain approval of the shareholders for her appointment by way of Postal Ballot.

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

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

The Board of Directors recommends the said re-appointment for the consideration and approval of the Shareholders.

Except Ms. Madhu Khatri, being an appointee, none of the other Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution as set out in the Notice.

By order of the Board

Bengaluru
28th July 2023

Paawan Bhargava
Company Secretary