

CONSTANCY *of* PURPOSE



SASKEN

## CONSTANCY *of* PURPOSE

Amidst relentless change, our agility, and adaptability to unlearn and learn relentlessly, have been possible because of our quest to stay relevant to our customers. The Constancy of Purpose is a natural outcome of a steadfast commitment to upholding our values despite the constantly evolving business and social landscape. We are thus of the firm belief that our DNA helps us embrace the evolution in technology, internalize the same and stay ahead of the curve.

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# BOARD *of* DIRECTORS

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## *Directors*

**Mr. Rajiv C. Mody**  
Chairman & Managing Director

**Mr. Bharat V. Patel**  
Independent Director

**Ms. Madhu Khatri**  
Independent Director

**Mr. Pranabh D. Mody**  
Non-Executive Director

**Mr. Raja Ramana Macha**  
Independent Director

**Mr. Sanjay M. Shah**  
Independent Director

**Mr. Som Mittal**  
Independent Director

**Mr. Sunil Sachan**  
Independent Director

**Mr. Sunirmal Talukdar**  
Independent Director

**Dr. G. Venkatesh**  
Non-Executive Director

## *Overview*

**Chief Executive Officer**  
Mr. Abhijit Kabra

**Chief Financial Officer**  
Mr. Priyaranjan

**Company Secretary**  
Mr. Paawan Bhargava

**Statutory Auditors**  
M/s. MSKA & Associates  
Chartered Accountants

**Committees of the Board**  
Audit Committee  
Corporate Social Responsibility Committee  
Nomination and Remuneration Committee  
Risk Management Committee  
Stakeholders Relationship Committee

**Bankers**  
Citibank NA  
Kotak Mahindra Bank Ltd.  
Union Bank of India

**Registered and Corporate Office**  
No. 139/25, Domlur Ring Road,  
Amarjyothi Layout,  
Bengaluru 560 071, India  
CIN: L72100KA1989PLC014226



## A LETTER *to our* SHAREHOLDERS

As I write this letter to you – our Shareholders, I am reminded of what Charles Dickens made famous – “It was the best of times, it was the worst of times, it was the age of wisdom, it was the age of foolishness, it was the epoch of belief, it was the epoch of incredulity, it was the season of light, it was the season of darkness, it was the spring of hope, it was the winter of despair.” This struggle with polar extremes seems to summarize what we as an industry and indeed the globe is confronted with. Just as we seem to have recovered from the worst of the COVID-19 pandemic, other events seem to have overtaken the return to normalcy. These developments include geopolitical conflicts in Europe and other parts of the world, disruption of global supply chains, an attempt to re-examine global energy security needs, and a potential funding winter for hi-tech start-ups.

Much as this may have created cynicism and a restive attitude, as chairperson of your Company I believe there is room to be hopeful about the human spirit of resilience which we internalize as the ‘Can-Do’ spirit. The industry seems to do away with anything called normal and NASSCOM dubs this as the ‘No-Normal’ era. As a company that has navigated through multiple headwinds and turbulence arising from structural changes in the industry and the rapid evolution of technology, we seem to possess the means to ride one more storm. What enables us as a company to do this is that we are small enough to adapt and learn and large enough to invest and grow. Our human capital has demonstrated the commitment to remain agile and work with inspiration which indeed is one of our core differentiators.

Having been one of the first to enable the work-from-anywhere model, we continue to fine-tune and offer flexibility to all Sasians to work from an optimum location. We see a hybrid work model being a permanent part of an enterprise’s fabric in the years to come. In the current year, we have made a number of changes keeping in mind our core objectives of being Tech-First, World-Class, and upholding Intellectual Integrity.

We have inducted our alumni who are delighted to join their alma mater in its quest to be a differentiated and leading provider of product engineering and digital services. Abhijit Kabra, our Chief Executive Officer, returns to your Company after a successful track record in the product engineering and digital space. He has been able to induct key talent in the areas of technology, sales & marketing leadership. We have also strengthened our board of directors with the addition of two new independent directors – Mr. Raja Ramana Macha & Mr. Sunil Sachan. They bring immense experience in areas such as innovation, management of technology, and mergers & acquisitions in the high-tech industry. These additions to your Company are a testimony to the trust and confidence stakeholders place in your Company.

As in the previous year, we continue to focus on business growth and sales, building a world-class team that delivers

on business goals and flawless execution with a focus on end results. Our organizational focus as in the previous fiscal years remains on being a provider of a comprehensive bouquet of services addressing the product engineering and digital needs of equipment manufacturers and service providers. The sectoral focus includes automotive, industrials, communications & devices, telecommunication networks, satellite, and semiconductors. I will highlight each of the sectors we serve.

On the automotive front, we focus on winning and executing business from both tier-1s and OEMs. Some of the notable highlights in the automotive arena include the work we do for leading electric vehicle manufacturers in their quest to address the growing market for autonomous vehicles. We have also worked with tier-1s to scope and build next-generation telematics systems. In addition, we have enhanced connectivity, human-machine interface, and rapid charging solutions for leading EV manufacturers who have incorporated software delivered by your Company in vehicles that have taken the market by storm. With the increased proliferation of the Android platform into the core of automobiles, we are encouraged to see an uptick in demand for services across all functional areas we address. An addition this year has been our single-minded focus to build an intelligent test automation suite to help tier-1s and auto OEMs reduce the cycle time for testing, identifying and resolving bugs faster, and reducing the overall cost and time for the development of next-gen features.

Communication networks and devices have played a central role in providing highly reliable and high available bandwidth connections supporting sophisticated communication needs across the globe. We work across a wide variety of areas including the development, testing, enhancement, and maintenance of Internet protocol-based virtual private networks solutions, and radio-defined networks in both terrestrial and non-terrestrial networks. Our work in 4G LTE and 5G addresses the needs of both wireless carriers as well as non-terrestrial network providers such as the next-generation satellite broadband companies. We have successfully completed the delivery of critical milestones for our ongoing satellite program including the delivery of innovative testing solutions to help accelerate field deployment. We continue to provide mission-critical support to enterprise devices built on the Android operating systems platform both in terms of operating system upgrades and security management releases.

In the industrial business segment, our focus has been on helping customers build secure enterprise devices and work at the cusp of the PHY-D (Physical to Digital) interface. One area of significant contribution by your Company has been in delivering a complex platform running several million lines of code that supports highly complex process-intensive industries. Engagements such as this validate our ability to offer a differentiated proposition that we have labeled Chip

to Cognition. We make this assertion as we enable the entire chain of events from data sensing to data-driven decision-making. Another instance of the work we do in the industrial realm is to support manufacturers of modular industrial welding solutions and elevator manufacturers to address the need for incorporating embedded solutions in their product design.

The semiconductor industry has rightfully been declared a strategic asset given the disruptions of the global supply chains. The looming uncertainty has had its impact on the quantum & velocity of outsourcing from key players in the industry. Our scope of offerings continues to be focused on development and testing services for semiconductor platforms primarily addressing the smart device, communication networks, and automotive segments.

Our digital services are a horizontal layer that complements our core product engineering offering or on a standalone basis focuses on the digitization of products and digitalization of production. Some notable work we have executed in this sector includes the building of digital services for railway track laying machines that are mission-critical in building and maintaining high-speed railroad networks. In addition, we have executed highly innovative projects in the area of leveraging technologies such as blockchain, AI, and ML in the area of highly integrated supply chain management. Finally, we make steady progress in delivering cutting-edge solutions for multi-transport operators by helping them digitize and hence integrate their operations. Thereby helping them to bring both efficiencies in operations and be more responsive to their customer's needs.

Zinnov, a leading consultancy firm, in their annual rigorous evaluation of the top ER&D service providers, has rated us in the leadership zone for small and medium service providers. This is testimony to Sasken's expansive coverage of verticals and customer spread including a high degree of specialization, process & practice maturity, innovation, and ecosystem linkages. Sasken has also been rated in the leadership zone in the automotive, semiconductor, and telecommunications verticals.

#### **DIVIDEND DATA**

During the year, your Company paid an interim dividend of ₹ 12 per equity share in October 2022; and (b) recommended a final dividend of ₹ 13 per equity share. The total dividend for the year ended March 31, 2023 would be ₹ 25 per equity share of ₹ 10 each.

My management team and I wish to thank you for the continued confidence that you have placed in us over the last three decades and look forward to better times ahead.

***Rajiv C. Mody***  
Chairman & Managing Director



# TECH & MARKET

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The financial year ended March 31, 2023, can be best described as a year of continued flux and uncertainty. The room for optimism arising from the global resolve to manage the COVID-19 pandemic was somewhat dampened by other unprecedented developments. Leading institutions and industry bodies such as National Association for Software and Service Companies (NASSCOM) call out multiple vectors including the geopolitical uncertainty in Europe and Asia, disruption of global supply chains, and a re-examination of energy security worldwide are likely to lead to a global recession. There is a belief amongst industry pundits that the headwinds faced by developed economies may to an extent be offset by accelerated growth coming from emerging and resilient economies.

Technology will remain at the heart of what has been now dubbed as the 'No-Normal' era by NASSCOM. Leaders across all industries will continue to rearchitect and catalyze their digitization and digitalization agenda. Given the worldwide talent crunch, it is expected that the well-established

globally distributed innovation model will continue to gain further impetus in the coming years. As in the years before, investment in developing technologies by global leaders is in the multi-trillion dollar range but is likely to be flat or marginally reduced in the coming year. However, enterprise-led spending in IT services will see modest growth over the previous year. Much of this growth will be fuelled by continued investment in product engineering and digital spends as companies continue to place big bets on sensor fusion, autonomous driving, computer vision, deep learning, augmented reality, virtual reality & mixed reality, edge computing, terrestrial & satellite networks including 5G and WiFi-6. One more notable driver for technology adoption is its ability to benefit from a strong entrepreneurial mindset and the push toward environmental, social, and governance-related goals.

Your Company continues its well-defined strategic thrust in the arena of product engineering and digital services, addressing the needs arising from the automotive,





semiconductor, industrials, communication networks & devices, satellite communications, and transportation sectors. These verticals and others such as healthcare, smart infrastructure, fin-tech, energy, and education, among others, are the leading adopters of developments in what we call the four 'C's – computing, communication, cloud, and cognition. The confluence of these technologies has been the prime mover for firmly establishing the era of data-driven decision-making. Thus, we are now firmly in the epoch of the as-a-service economy where the distinction between products and services is more imaginary than real.

Our journey continues as the years before and is guided by our vision to straddle the entire spectrum from 'Chip to Cognition'. This means our competencies in the area of communication technologies, computing, cloud, security, immutable ledger systems such as blockchain, mixed reality, artificial intelligence, and machine learning, are avenues that we continue to invest in strengthening. We, therefore, look at any customer engagement as both an opportunity to enable our customer's success as well as buttress our

knowledge thereby supporting our aspiration to be a leader in this space. Our competencies and capabilities are valued by our customers and prospects as it helps their quest to stay competitive, and relevant or establish themselves as trailblazers in the industry. Thus we have the unique distinction of working with both new-age companies and well-entrenched leaders in the industry both of whom show an equal zeal when it comes to using technology as a differentiator.

We are acutely aware of the fact that growth at scale has eluded us. However, there is sufficiently grounded reason to be optimistic about better prospects in the years to come. This confidence stems from our single-minded focus on being a tech-first company with a yearning for understanding and solving our customer's problems, therefore, being of strategic value to them.

We will now provide a brief overview of the segmental outlook and highlight a few of our engagements in the verticals in which we operate.



## SEMICONDUCTOR

In the previous year's report, we had underscored the importance of semiconductors as the foundational block on which all innovation resides. Today as we near the midpoint of calendar year 23, governments, industry think tanks, and trade bodies view the all-pervasive semiconductor as a strategic asset. The collective will to create self-sufficiency and/or de-risk single source dependencies is causing a tectonic shift in the semiconductor industry. The apex body for semiconductors i.e., the global semiconductor alliance finds that despite economic headwinds there are grounds to maintain a positive outlook for the industry in the current fiscal and beyond.

Growth expectations in this industry will continue to be fueled by large adopters of innovation including the automotive industry, wireless communication systems, the Industrial Internet of Things (IIoT), cloud, deep learning, artificial intelligence & machine learning, sensors, and Micro-electromechanical systems (MEMS).

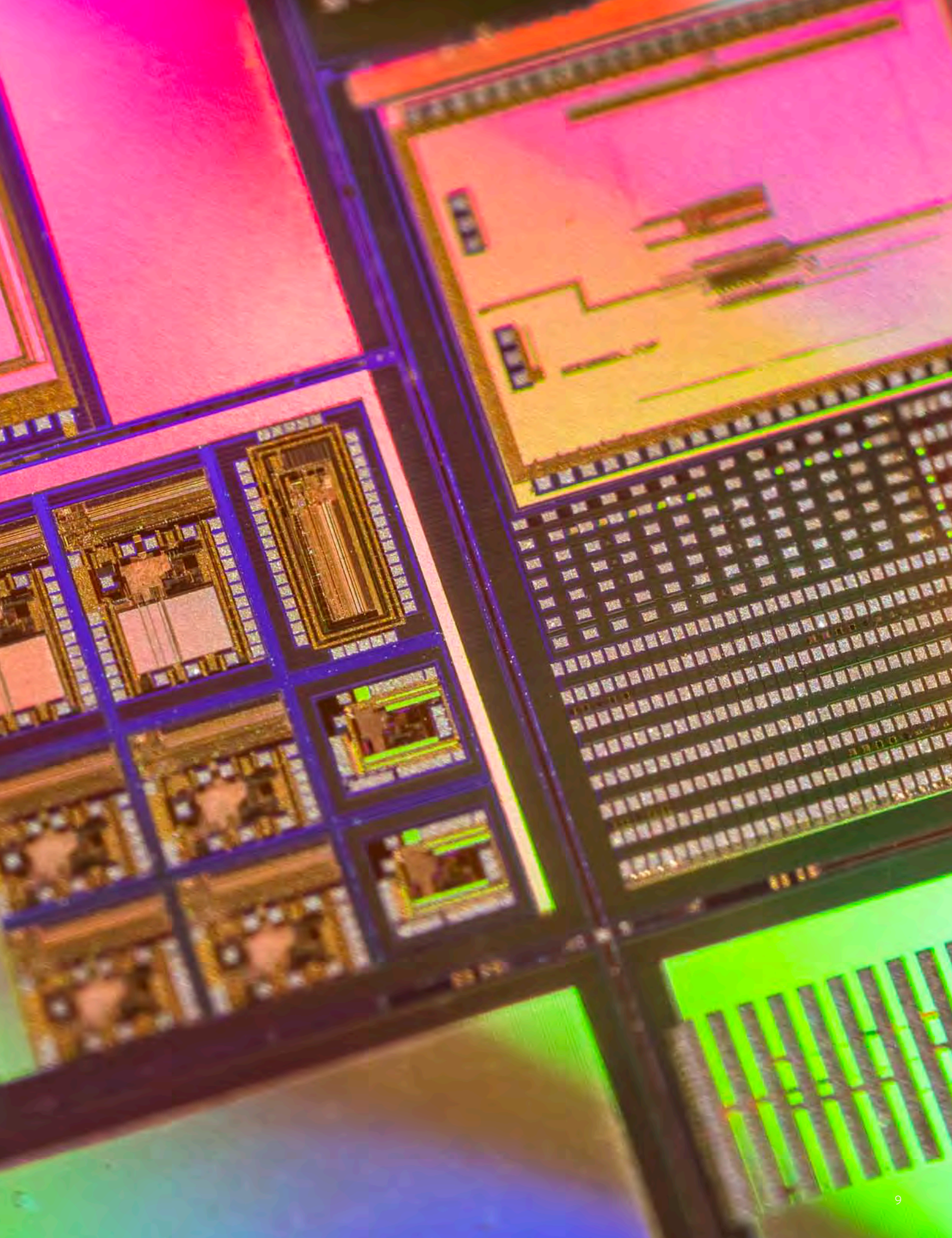
Geographically Asia is expected to be the hotspot as the global push to diversify the supply chain, taps into the vast talent pool in the geography with a focus on leveraging digital transformation. The memory of the late Gordon Moore is kept alive by innovative technologies that push the transistor density of the chip relentlessly year-on-year. Novel architectures, advanced silicon packaging and a high level of integration are resulting in powering innovation that is at the core of IIoT, AI/ML, and 5G.

While the buzzword is digital, it must be noted that this new world is in reality powered by a System on Chip or some other type of semiconductor. Prime movers which are steadily increasing the uptake of semiconductors include the automobile industry, consumer & professional computing & communication devices, terrestrial & satellite networks, and those industries that use advanced or quantum computing. As the turbulence decreases there are pointers that indicate the pivotal role of the semiconductor industry in shaping the hyperconnected data-driven world of the future.

In the semiconductor segment, our engagements are with global leaders building chipsets, platforms, and









solutions targeting the smart device, computing, and communication network verticals. Our offerings for the semiconductor segment remain as before and include board support packages, driver development, verification, and validation services. The thrust of our programs addresses our customer's needs to roll out SoC platforms and other silicon devices and service their needs across the product development lifecycle. A significant part of our work addresses the debugging, testing, verification, validation, triaging, and test automation to help our customers who have exacting standards when it comes to offering zero-defect products.

## AUTOMOTIVE

The automotive industry has for several years been leading the pack when it comes to the absorption and commercialization of technology-led innovations. It has arguably been the largest adopter of the four 'C's. Industry analysts have for a while used the epithet that describes the ubiquitous car as a cell on wheels. The extent of proliferation of software-defined systems in a car equals if not rivals that of the most sophisticated high-tech products. As in the years before what is capturing global imagination as the automotive industry reimages the future is – autonomous driving, telematics & vehicle networks, digital clusters, electric vehicles, and more importantly mobility as a service.

The auto industry value chain of interest to Sasken comprises global OEMs, tier-1 suppliers, silicon vendors, the Android open-source platform, and standards governing this industry. Our customer traction which is across all components of the aforementioned value chain indicates that there is continued momentum in using technologies including high-performance computing, connectivity, communications, cloud, computer vision, and deep learning among others to build differentiated products and services. Many initiatives such as autonomous driving are now commercially available in a wide range of both passenger and commercial vehicles. As 5G gains greater commercial deployment, there will be a greater push towards exploiting the in-vehicle and vehicle-to-infrastructure connectivity for a host of passenger safety and traffic management applications. However, it is still early days when it comes to getting to grips with how the enormous data can be monetized with the sole exception of fleet management and multi-transport operators who are already leveraging this data. Digital clusters that are multi-functional, intuitive, and have sophisticated human-machine interfaces are now the norm across the industry.

Our engagements in automotive electronics are with global leaders from both original equipment manufacturers and tier-1 suppliers. In addition, we are also engaged with other critical members of the automotive value chain including software, semiconductor, and innovators focusing on the next-gen of mobility. We have successfully executed cutting-edge programs in the area of digital clusters building &

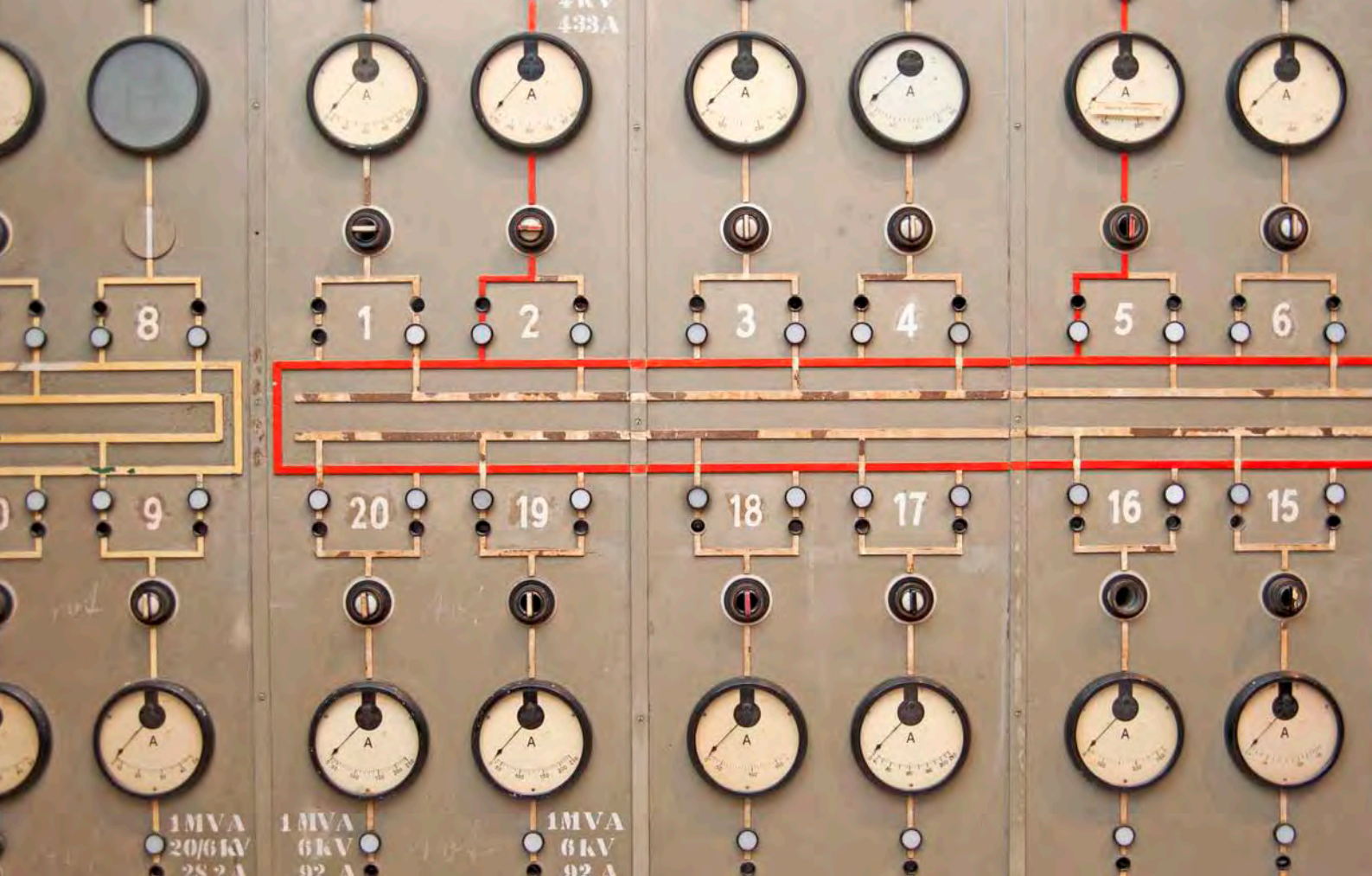
enhancing a telematics platform, and automating the testing of automotive sub-systems & systems. One notable and innovative work executed by your Company is enabling a leading provider of autonomous vehicular solutions to stay on the path of innovation by working with them on multiple wireless technologies and optics-based autonomous driving systems.

## INDUSTRIAL

There is continued momentum towards harnessing the power inherent in adopting the Industry 4.0 framework in its entirety while there is much work to be done before we can describe Industry 4.0 as being pervasive across all scales of manufacturing. It is evident that this progression will continue. We examine this Industry 4.0 as comprised of – smart products, smart manufacturing, and smart IT processes that support manufacturing. As the canvas is extremely vast we restrict our focus to the first two as it plays to our strength in product engineering and digital services. The confluence of physical and digital systems has already created a paradigm shift in the way any subsystem system or the entire manufacturing assembly lines are built and operated.

The pandemic, paucity of talent, the need to bring about economies of scope & scale, and access to technologies & data arising from years of digitization has made it possible to operate in a data-driven decision-making mode. Automation thus relies on the humongous data gathered from sensor fusion, intelligence at the edge, and high-speed connectivity to the cloud to facilitate the real-time and non-realtime management of the entire manufacturing process. At the heart of all processes, industries are now digital platforms that offer insights spanning the spectrum from micro to macro examination of the critical parameters on which the efficiency and effectiveness of the process are predicated.

We have a three-pronged focus on our industrials segment and address the needs of (a) enterprise devices that are an integral part of the industry ecosystem, (b) machinery used in manufacturing and/or infrastructure, and (c) digital enablement platforms that are the core of Industry 4.0. Our bouquet of OS versions, and security management release services power several OEMs who target the secure and rugged industrial devices space. We have engagements with leading machinery and track laying and testing equipment manufacturers that address their needs at the cusp of the product engineering and digital realms. Finally, we work with leading players in Industry 4.0 supporting the development, enhancement, maintenance, and testing of their proprietary platforms that address the need for process-intensive manufacturing.





## COMMUNICATION NETWORKS & DEVICES

The trajectory of the evolution of this segment has resulted in connected lifestyles that are now surreal and difficult to distinguish between the real and the imagined. It is evident that what was on the drawing boards barely 24 months back is now in commercial use. This includes the world of the metaverse, mixed reality, and hyperconnectivity which is not seen as a table stake. As we bring this report to you, much of this information has been built using collaborations and communications technologies developed and/or enhanced by your Company. The appetite for data is keeping pace with the ability of the underlying networks to satiate the same. High speed, low latency, and reliability form the fundamental bedrock on which both land-based and satellite networks are built.

Enabling the rapid evolution of this segment are continued investments in developing new standards, building silicon platforms, and operating systems, investing in security, and a robust application ecosystem among others. Despite it being early days for 5G networks there is already an industry buzz on 6G. keeping pace with the development of wide-area networks is the evolution of land technologies such as WiFi-6. The pace of evolution of satellite communications

draws motivation from a need for a Network of Networks with Satellites being an integral part of delivering the requisite connectivity. The satellite industry is abuzz with developments across all categories including geostationary, medium earth orbit, and low earth orbit satellites which are expected to play a significant role by merging with terrestrial networks like 5G.

Developments in System on Chips and aligned semiconductor components that are used to build smart devices are making it possible to cement their position as integral to our personal and professional lives. As in the years before both existing and newer form-factor devices continue to be launched in the market and very quickly become products we depend on for a vast array of services that enhance the quality of our lives. Smart devices power multiple industries including automotive, healthcare, education, fin-tech, industrials, and retail among others which are entirely dependent on these devices. As these devices handle vast amounts of data much of which could be privileged there is an increasing need to stay ahead of cyber-crime which is an all-pervasive threat. Thus there is a significant investment in hardening the entire stack from chip upwards to application to ward off the threat of any cyber fraud.





In the communication networks and devices space, we have been serving companies that build and launch both smart devices and the underlying networks that enable their utilization. We continue to own the entire responsibility of managing the GSM/LTE-based railway networking systems for a leading European conglomerate. In the satellite segment, we have successfully completed the delivery of multiple form factors of next-generation terminals including the requisite testing for their commercial launch. We are also working on Broadband Global Area Networks (BGAN) that help our customers offer highly reliable and always on access to data communications at any location globally. In other engagements, we have successfully delivered both proof of concepts and production-ready systems for both equipment manufacturers and system integrators focused on enabling the connectivity of billions of devices.

## DIGITAL SERVICES

The journey of over a decade that started with tentative steps into a digital world now seems to be making another set of steps to a world that will be shaped by a reimagined digital core that touches every aspect of life as we know it. This reality is evident from our repeated reference to the four 'C' model which is at the heart of change. The distance

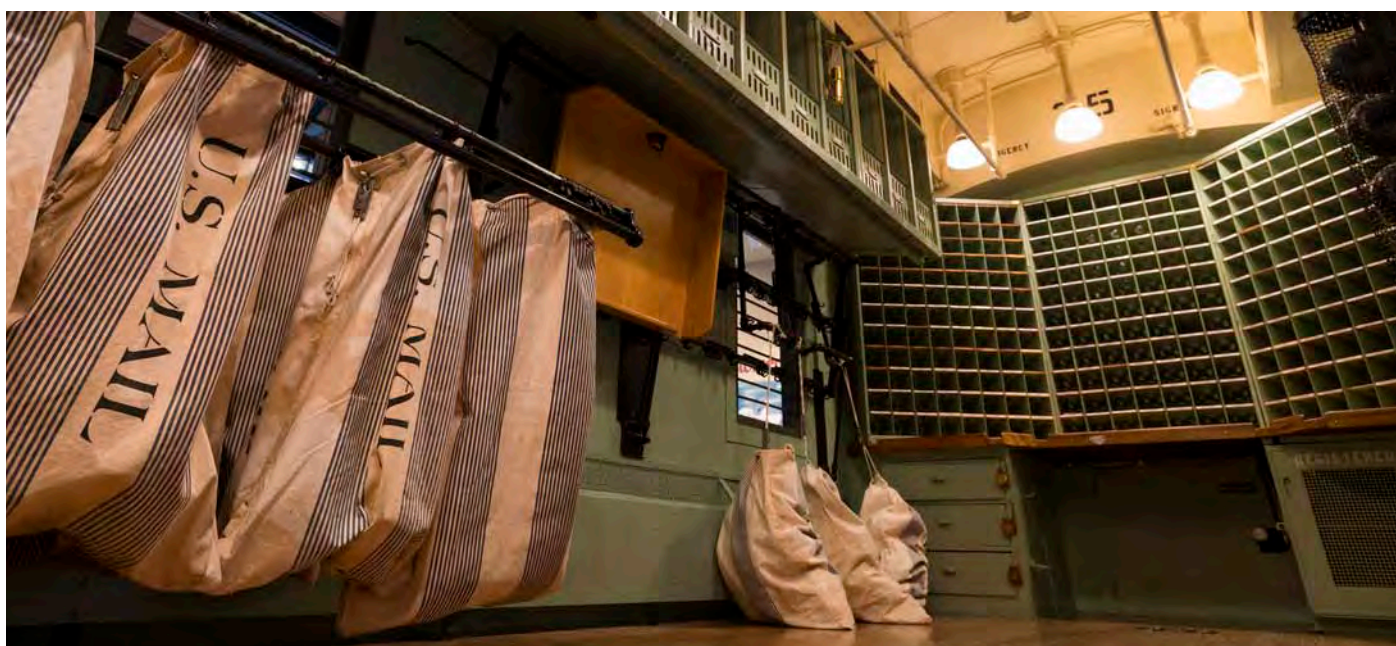
between conceiving a future and experiencing it seems to be continuously diminishing. A case in point is how Chat Generative Pretrained Transformer (ChatGPT) developed by Open AI has captured the world's imagination. This and many other comparable systems Large Language Model Systems are expected to revolutionize the way humans and bots will coexist. Closer to reality is the fact that quantum computing, deep learning, robotic process automation, cloud, artificial intelligence, and machine learning are propelling us at a pace that seems to outstrip our ability to harness the underlying advantages while negating the potentially harmful side effects. The future, though it might sound cliched, is closer than what it appears as is evident from several developments in the preceding twelve months.

The motivation for the relentless investment in digital technologies has now moved on from a reaction to restoring normalcy during the pandemic to redefining what we referred to earlier as the 'No Normal' future. Digital, therefore, seems to be strengthening our belief to finally build resilient, robust, and reliable future-proofed systems. Despite the turbulence in the tech sector global indicators seem to point to a continuum march in strengthening the core of the enterprise. The digital core purports to pervasively transform communication, collaboration, and commerce.









Access to data, the ability to secure it, and make meaningful inferences are driving not just an anything-as-a-service economy but also playing an important role in a global commitment towards building a sustainable future. The world of data also brings with it the monster of cybercrime. Investments in cutting-edge technologies that help us stay one step ahead of unethical uses of data such as blockchain, biometric authentication, and security arising from plugging all possible loopholes give us the confidence to march forward. As stated in previous years to quote the global commitment to upholding data privacy is now governed by both regulations as well as an industry commitment to upholding the highest levels of social responsibility and governance.

By design, our digital offerings are a horizontal thread that weaves across all the verticals we focus on providing our suite of product engineering services. We have many notable engagements that provide services to both mature and next-gen services that are built and tested to operate at scale and hosted on any leading cloud infrastructure platform. We are a go-to-market development partner for a leading inbound web marketing solutions company and have contributed significantly to their commercially deployed products and services. Some of our newer engagements focus on the cloudification of intelligent connectivity-based services for next-generation automotive tier-1 suppliers engaged in supporting global OEMs to launch innovative and intelligent connected car services. Thus our digital journey continues to be targeted at the intersection of the physical and digital worlds and complement our product engineering services to create the necessary market pull and differentiation.

## GOING FORWARD

As alluded to in the Business Outlook section of this report, there is no doubting the fact that certain parts of the high-

tech industry are under stress. However, in the opinion of industry pundits, the tech sector is likely to remain a harbinger of hope going forward. This assertion is grounded on the clear evidence of technologies straddling the needs of all strata of society globally and touching almost every walk of life. In addition, a push towards being compliant with environmental, social, and governance guidelines requires a keen adoption of next-generation technologies.

It may not be the most appropriate time to provide a definitive outlook on how much the tech sector will influence reviving the growth of the global GDP. However, technology will remain the fulcrum on which any future growth will be premised. Industry bodies have described the current decade as one dominated by technology – techade. We are at an interesting juncture in this tech journey that is likely to create a vastly different future sooner than we can imagine. It must also be noted that certain developments in deep learning, and large language models are being viewed with both optimism and skepticism in terms of their long-term impact. Amidst this uncertainty is the clarity that there is no room for individuals, societies, and organizations to be complacent in the face of this tidal wave of change. Recognizing this we continue to make conscious efforts to future-proof your organization and remain relevant to all stakeholders.

Our charter for being a tech-first company propels us to stand committed to continuous learning and innovation. More recently we have called these initiatives 'KenSoul' which is at the heart of our technology strategy. We continue to strengthen our offerings, ecosystem connects, and technology competencies in the areas of 5G, Artificial Intelligence, Machine Learning, Blockchain, Computer Vision, and Digital technologies. As before, we believe that these investments will enhance our value proposition and position us as a differentiated player. Thereby, earning the respect and trust of our customers, employees, and other stakeholders.

# SASKEN CORPORATE SOCIAL RESPONSIBILITY

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As a company with a technology DNA, we have seen how technology can change lives for the better. The opportunity to leverage this very technology for a larger purpose – Corporate Social Responsibility has been a matter of pride. Your Company has consistently stayed within the framework of satisfying the needs of multiple stakeholders including society at large. The focus of our social responsibility centers around women's empowerment, education of the underprivileged, championing environmental issues, and providing medical care to the needy. The last two years have gladdened us when we step back and look at the reach and impact of our programs. We will now highlight each of our CSR initiatives providing both background and highlighting certain achievements in the year in consideration.

In the words of Gloria Benny (Co-founder of Guardians of Dreams, Bengaluru) – 'We have had significant growth over the years - not just in terms of increasing our staff & number of young volunteers, but also in terms of the milestones crossed and the support base built for the cause of childcare. The year kept throwing us evidence that working with the most vulnerable children and increasing access to top-quality childcare is a long-term, sustainable form of societal development. Sasken's support has been invaluable in this endeavor, and we look forward to your continued partnership in the years to come.'

## **DIGITALLY ENABLED FINANCIAL INCLUSION**

Self Employed Women's Association (SEWA) have been a well-recognized pioneer in bringing about a paradigm shift in improving the lives of underprivileged women through programs that enable their financial independence. Our journey began a decade back when Padma Shri winner – Mrs. Reema Nanavathy, challenged us to build a banking system that was based on state-of-the-art technology that would cater to the micro-banking needs of largely underprivileged women with little exposure to technology. As we look back on the progress we have made, the numbers speak for themselves. The Sasken-developed m-Bachat solution, is the trustworthy system for all members of SEWA pan India, managing an enormous load of transactions spanning deposits, withdrawals, and all ancillary record keeping and statutory compliance requirements. In FY23 the m-Bachat system managed transactions arising from 26213 members enrolled in m-Bachat. The total savings collection

from Apr 2022 to Mar 31, 2023, recorded in the system amounts to ₹ 2.32 crores. The Sasken team continues to support SEWA with feature additions to m-Bachat.

In addition to the core micro-banking platform - m-Bachat, which is built on the Android platform, your Company has played a pivotal role in the digital transformation of the Member Management System (MMS) of SEWA. As an organization, SEWA caters to a vast number of members who are managed through self-help groups. Further, these groups are heterogeneous in terms of varying levels of literacy, financial acumen, and linguistic abilities. The Sasken build MMS system provides a simple yet elegant platform with the requisite backend and easy-to-use Android-based applications that help SEWA efficiently manage their users. The MMS system is multi-lingual thereby making it easy to use and playing an important role in being a trustworthy system managing the entire database of highly dispersed & distributed administrators and users.

## **EDUCATION FOR THE UNDERPRIVILEGED**

As a knowledge company, we are empathetic to the fact that education makes a difference in the betterment of society. Unfortunately, access to education is often not as uniformly available as it ought to be. Recognizing this gap your Company has partnered with an NGO- Guardian of Dreams over the last four years to support their quest in providing scholarships to the underprivileged. A crowning moment in the current financial year was the graduation ceremony of close to 50 beneficiaries who received a sterling education along with holistic care that included mental and physical well-being. Thus, the ability to give wings to the dreams of orphaned children is a matter of great joy as many of them may well be on the path to being the nation builders of the future.

## **HEALTHCARE**

The fragility of human life has been starkly bought to the forefront by the pandemic. The spread of COVID-19 disrupted the lives of the rich, poor, young, old, urban, and rural sparing no one in its wake. The need to provide timely medical care and take care of the mental and physical well-being of those directly impacted and their caregivers have been an area of our CSR focus. We have responded by supporting hospitals to

provide these critical care services through multiple initiatives such as funding high-tech diagnostic equipment, providing nutritious meals, and subsidizing the cost of treatment for the needy.

## ENVIRONMENTAL PROTECTION

Sasken has embraced best practices that motivate us to be sensitive to the fragile environment in which we operate and act in it in the most responsible manner. Taking cognizance of the need to reduce, reuse, and recycle fragile resources we have adopted multiple strategies to be an environmental champion. Our energy needs are largely met through renewable sources. We contract our service provider to feed electricity generated by greener methods such as solar and wind. Our rainwater harvesting systems, in-house reverse osmosis plants, and commitment to effluent treatment have gone a long way to making us water positive. In addition, we meet some of our energy needs using biogas generated by processing the dry and wet waste in our facility. Mirroring these activities are our social responsibility commitments that have propelled us to implement best-in-class systems in managing dry and wet waste. The Sasken organic leaf composter plant set up in 2018 has treated close to 40 tonnes of dry and wet waste turning the same into useable compost. The community has benefited from the reduction of an equivalent of 45 tonnes of carbon dioxide as our modern leaf composting plant obviates the need for traditional incineration.

## ART & CULTURE

The Museum of Art & Photography (MAP), Bengaluru, a beneficiary of our CSR programs in the previous fiscal years has made tremendous strides in bringing a variety of art forms, traditions, photography, and culture to the public. Given the volume of high-quality art and the physical constraints that inhibit the display, we have made contributions toward the contemporary rendition of art using multimedia galleries that allow art lovers to see the works of masters which would have otherwise been inaccessible to the public. We believe this will help a larger portion of the population appreciate the finer aspects of art and culture, albeit digitally, and hence spark the creative quotient.

## VOLUNTEERING & EMPLOYEE SENSITIZATION

The adage 'be the change you want to see' attributed to the Father of the Nation – Mahatma Gandhi has inspired us to motivate Sasians (the term we use to refer to employees of Sasken) to both volunteer time and learn about individual responsibility in terms of serving the underprivileged. Prakriti – our environmental and social responsibility group comprises volunteers who participate in a year-long calendar of programs aimed at serving the community. Led

by senior members of the company, many people take part in civic drives such as cleaning the neighborhood, creating, distributing & planting seed balls, taking pride in teaching, and mobilizing funds for worthwhile causes. We also work towards supporting the appreciation of the rich art and cultural diversity of our nation by inviting highly accomplished professionals as well as sponsoring the preservation of traditional and contemporary art.

## ENVIRONMENT, SOCIAL RESPONSIBILITY, & GOVERNANCE (ESG)

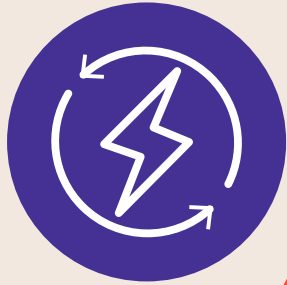
Our initiatives towards Environment, Social Responsibility, and Governance (ESG) are rooted firmly in our values, and our progress across these dimensions is measured and monitored. In our annual stock-taking of progress, we are pleased to note and therefore share our key achievements toward our commitment to embracing sustainability at the core of our operations. On World Environment Day, we publish a report that may be found on your Company's website on the key achievements for the year in consideration. We are on track to achieve our stated goals of being carbon-neutral, water positive, and zero plastic among other key parameters. Close to 100% of our employees are sensitized to the global environmental management standards ISO 14001, and a majority of them voluntarily embrace sustainable practices outside of work boundary too. Thus, your Company further goes well beyond meeting mandated requirements for corporate social responsibility by extending its reach through the volunteering activities of its employees. It is our belief that these practices will encourage good citizenship behavior and leadership skills in our employees.

For detailed and comprehensive coverage of our sustainability and corporate social responsibility initiatives please visit [www.sasken.com/sustainability](http://www.sasken.com/sustainability)



## ENVIRONMENTAL SUSTAINABILITY INITIATIVES OF 2022-23

**80% of the power**  
consumed at  
corporate office is  
from renewable  
sources



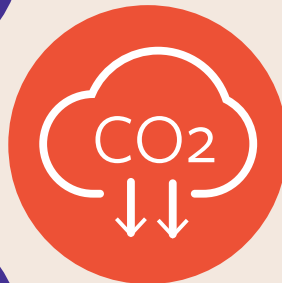
**500 kl** of water  
recycled every  
month



**20,000 seed balls**  
distributed toward  
afforestation



**110 tons** of CO<sup>2</sup>  
emission reduced  
every month by  
using renewable  
energy



We compost around  
**1000 kg of dry  
leaves** per week in  
our organic waste  
composting



Harvested **20,000 kl**  
**of rainwater** for  
recharging ground-  
water in 2021



These are some of the initiatives in the past years.



# PEOPLE *of* SASKEN

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An investment in human capital has been one of the cornerstones on which your Company has been built. This is reflected in our name, which reflects our quest to be a knowledge company for over three decades. The talent pool in the knowledge economy in which we operate requires holistic nurturing including enhancing competence, providing psychological safety and well-being, and encouraging participation in sustainable and inclusive initiatives. The Sas-Can spirit which we have carefully nurtured and built over the years has provided us with the fabric to build a resilient organization.

The financial year in consideration may be described as the watershed in the human-artificial intelligence faceoff. This trend coupled with the looming uncertainty in the tech sector has made it imperative to strengthen leadership resolve to provide a safe and enabling environment for our talent pool to thrive. Your Company has responded to this by suitably augmenting its leadership team with the induction of industry veterans, some of whom are also homecoming ex-Sasians. The expanded management team has been able to communicate the vision of the organization and our commitment to being a people-first company.

Throughout the year, Sasken senior management and leadership team have maintained a high level of both physical and virtual connections with Sasians across the globe. Our focus as before is (a) enhancing the psychological safety of our talent pool, (b) strengthening their technical and social competence, (c) helping them internalize the need for flawless execution, and (d) working harmoniously as one team with a single-minded purpose to achieve desired organizational outcomes. Our investments in creating a comprehensive competency assessment, proficiency measurement, and performance management systems have helped us strengthen the organizational culture where both performance and value-centricity are recognized and rewarded.

Our learning and development engine has played a central role in identifying the learning needs of the organization and fulfilling them through innovative modular training programs. Our compensation and benefits framework is externally benchmarked and complemented by a bouquet of both monetary and non-monetary incentives that are comparable to industry benchmarks. As a company that places a high

emphasis on high standards of corporate governance, we take utmost care to ensure the principles of internal equity and external parity are adhered to in our compensation and benefits policy. A testimony to validate our claim of being employee-centric may be seen in our CSAT scores, typically in the range of 4.5 on a 5-point scale. Our CSAT scores indicate that our employees are highly engaged and extend their best to serve the interests of our customers.

As you are aware our brand pillars World-Class, Tech-First, and upholding Intellectual Integrity rest on the ability of Sasians to be committed to doing their best for their customers and the organization at large. We invest in providing both extrinsic motivation and strengthening the intrinsic resolve on the part of every employee to give their best at work. Delivering on this requires us to continuously engage with our talent pool, understand their drivers and needs and deliver programs that address their needs to excel in the job as well as their career aspirations. Our values have always guided us to embrace diversity and inclusion at the core of our HR practices. We remain committed to being an equal-opportunity employer. These practices have been acknowledged by all stakeholders who view Sasken as a company that has among the best-in-class talent in the industry.

In the VUCA world there is often a cliched reference to change being the only constant. However, at Sasken we firmly believe that constancy of purpose is what defines us. Your company has articulated the guiding values that center around the pillars of Intellectual Integrity, Respect for Individuals, and Customer Centricity. In addition, we have articulated key values that will help us thrive amidst the relentless change that we encounter in the world of technology. These are Leadership, Innovation with a firm Commitment to Continuous Learning, focus on Delivering Outcomes by embracing Ownership & Accountability, and the resolve to demonstrate Agility in our Operations. Thus, these seven value guideposts will serve to motivate your Company to walk firmly on the path toward excellence.

Your Company believes in work-life integration and towards this end continues to invest in a number of innovative mechanisms to promote employee engagement initiatives. These initiatives cover multiple dimensions including health, fitness, financial well-being, mental well-being, appreciation of art & culture, social responsibility, and national pride.

Throughout the year there are structured interventions that feature highly accomplished people from various walks of life who share their life experiences and inspire our talent pool. Our internal teams also conduct engaging events that give our youthful workforce a platform to showcase their talent and creativity.

As before, we recognize that future-ready organizations are vigilant and intentional about strengthening their human capital. We stand committed to the pillars on which we have built our people practices: (a.) The culture of performance & meritocracy, (b.) The culture of equality & trust, (c.) The culture of well-being and purposeful balance, (d.) The culture of continuous learning and growth and (e.) The culture of engagement & pride.

As of 31st March 2023, the headcount for the Sasken group stood at 1,561 and the attrition for the trailing 12 months was 25%.

We are committed to building a preeminent brand for Sasken and our people, and through a vibrant talent engine we are optimistic about accelerating our growth in the years ahead.



Heritage: Silicon Automation Systems, our origin



Listing: Ringing the Bell at Bombay Stock Exchange (BSE)



Meeting of minds: Chairperson with former president of Sasken Japan

## BOARD'S REPORT

### To the Shareholders,

Your Directors have pleasure in presenting this Report on the business and operations of the Company along with the Standalone and Consolidated Audited financial statements for the year ended March 31, 2023.

#### 1. Financial Performance

The Standalone and Consolidated financial statements for the year ended March 31, 2023 forming part of this Report have been prepared in accordance with Ind AS, as summarized below:

₹ in lakhs

Particulars	Consolidated for the year ended March 31		Standalone for the year ended March 31	
	2023	2022	2023	2022
Revenue	44,698.35	43,390.73	35,096.95	38,589.13
Profit Before Interest, Depreciation and Taxes	10,079.26	12,907.52	5,530.88	11,671.66
Provision for Depreciation	676.30	651.18	581.23	586.05
Earnings before Interest and Taxes	9,402.96	12,256.34	4,949.65	11,085.61
Interest	13.37	4.52	13.37	4.52
Other Income	2,973.63	3,533.36	6,456.92	4,544.25
Net Profit Before Tax	12,363.22	15,785.18	11,393.20	15,625.34
Provision for Tax	2,416.01	2,960.57	1,578.39	2,795.24
Net Profit After Tax	9,947.21	12,824.61	9,814.81	12,830.10

On a consolidated basis, your Company's revenues from operations for the FY 2022-23 have increased by 3.01% in rupee terms from ₹ 43,390.73 lakhs in FY 2021-22 to ₹ 44,698.35 lakhs in FY 2022-23. The net profits decreased from ₹ 12,824.61 lakhs in FY 2021-22 to ₹ 9,947.21 lakhs during the year, a decrease of 22.44%. This has translated to a Basic Earnings per Share of ₹ 66.14 in FY 2022-23 vs. ₹ 85.31 in FY 2021-22.

#### 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 your Company which have occurred between the end of financial year of the Company to which the Financial Statements relate and date of this Report.

#### 3. Dividend

Your Directors are pleased to recommend a final dividend of ₹ 13 per equity share of ₹ 10 each for the year under review. During the year, your Company declared an interim dividend of ₹ 12 per equity share in October 2022. This aggregates to a total dividend of ₹ 25 per equity share.

A note on transfer of shares and unclaimed dividends to Investor Education and Protection Fund has been stated in the General Shareholder Information, forming part of this Report.

#### 4. Business Outlook, Economic & Regulatory scenario and Opportunities

The rate of change in technology often outstrips the changes in the underlying fabric such as social, political, economic, and regulatory systems. Having a tech DNA since inception has created in us both the resolve and ability to embrace change. For us at Sasken, the constant has been the single-minded pursuit of our values - World-Class, Intellectual Integrity, and Tech-First. Additionally, being a Company that has taken in its stride the need to balance multi-stakeholder needs, we have been empathetic and responsive when it comes to the three pillars on which any enterprise should be built, viz. sustainable business practices, environmentally conservative & conscious operations, and commitment to governance.

These aforementioned strengths of your Company are what keep us buoyant in the midst of relentless change. The multiple forces that play including the recovery from a two-year global pandemic, geopolitical conflicts, disruption in global supply chains, and a turbulent transition into alternative energies have put the global economy in an extremely challenging situation. There are clear indications from leading global agencies such as the World Bank & International Monetary Fund (IMF), and heads of national financial institutions that indicate that the global economies face grim prospects ranging anywhere from stagnation to recession. At the vortex of all this is the tech sector which has been shaken up after a couple of years of unbridled growth. At present, it seems that the adverse impact on the tech sector is confined to the start-up ecosystem and curtailment of funding initiatives that are not tied to visible sources of revenue generation.

The possible positive upshot of this is a continuous push to accelerate the pace of globally distributed development. Large transnational corporations are seeking to partner with capable and cost-effective service providers. The overall expenditure



## Board's Report (Contd.)

on product engineering and digital services is likely to remain flat when compared to the previous fiscal but organizations are expected to seek and obtain greater leverage for every dollar spent. Our management team continues to monitor the business landscape, engage with customers and assess the developments in a dynamically evolving business landscape. At present, it seems that bodies such as the National Association of Software and Service Companies (NASSCOM) remain cautiously optimistic about the growth prospects and an uptick in demand for India-based providers of product engineering (engineering R&D) and digital services.

Your Directors and management team remain vigilant and prepared to mitigate uncertainty while remaining prepared to take advantage of growth opportunities once there is an amelioration in an overall business environment. We have well-structured mechanisms to monitor the external environment and the possible risks. We take all measures to mitigate these risks and manage investments prudently in support of our operational needs & growth initiatives, thereby ensuring that we keep business as usual. Our size positions us in a sweet spot of being nimble enough to adapt while being large enough to weather a Volatile, Uncertain, Complex, and Ambiguous (VUCA) environment.

Please refer to the Management Discussion and Analysis Report and the Tech & Markets section forming part of this Report for further details on this segment.

### 5. Share Capital

The present authorized share capital of your Company stands at ₹ 55,00,00,000 comprising of 5,50,00,000 equity shares of face value of ₹ 10 each.

There is no change in the issued, subscribed and paid-up capital of the Company in this financial year and it stands at ₹ 15,05,08,710 comprising of 1,50,50,871 equity shares of ₹ 10 each as at March 31, 2023.

Details of the amount to be carried to reserves are forming part of the financial statements.

### 6. Employees Stock Option Scheme

83,590 Restricted Stock Units (RSUs) granted earlier were effective as at April 1, 2022 and during the year, Nomination and Remuneration Committee of the Board has accorded its approval for further grant of up to 1,29,170 RSUs to the employees at an exercise price of ₹ 10 per RSU i.e., at par value of equity shares of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (SBEB Regulations) and other applicable regulations and Sasken Employees' Share Based Incentive Plan 2016. 36,190 RSUs lapsed during the year and 1,76,570 RSUs were remaining as at March 31, 2023.

The requirements specified under Regulation 14 of the SBEB Regulations are available on the Company's website [www.sasken.com/investors](http://www.sasken.com/investors).

### 7. 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.

### 8. Particulars of Loans, Guarantees and 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.

### 9. Energy Conservation, Technology Absorption and Foreign Exchange earnings and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as Annexure A.

### 10. Risk Management Policy, Internal Control Systems and their adequacy

The abnormal working environment which was foisted on your Company due to the pandemic has helped to reassess our risk management practice. Revisiting mitigation plans provided valuable insights which continue to guide our operational practices. Our risk mitigation practices have stood the testing time periods in the last couple of years. In spite of the hurdles faced, these developments have helped your Company continue to be committed to excellence in service delivery, customer delight, employee engagement, and welfare.

Over the last few years, we have been able to adopt a work-from-anywhere model (WfA) that takes advantage of our digital infrastructure and yields providing flexibility to our employees, operational efficiencies while ensuring we meet all customer obligations. This requires the development of additional internal control systems and mechanisms, which were fast-tracked by the sudden changes. Business Continuity processes were re-examined to ensure seamless customer delivery. Increased Cyber Security processes helped us maintain the same level of vigil to thwart any attempts of intrusion which are common in these times. These measures have helped us maintain customer & project data, confidentiality, and integrity. The Emergency Response Team constituted during the pandemic continues to operate and ensure that we keep it business as usual.

## Board's Report (Contd.)

Your Company has a robust organizational structure for managing and reporting risks. Your Company has constituted a Risk Management Committee and adopted Risk Management Policy in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and the Act, details of which is provided under the Corporate Governance Report forming part of this Report.

Your Company continues the best practices in risk management by systematically identifying entity, business, functional & environmental risks on an ongoing basis. The constitution of a formal Internal Risk Management Team, with oversight provided by the Risk Management Committee of the Board, has sharpened the focus on mitigation actions. All these have helped in ensuring your Company is committed to its Environmental, Social, and Governance principles & practices.

Your Company's internal control systems are commensurate with the nature of its business, size and complexity of its operations in the changed working environment. These are routinely tested by Statutory as well as Internal Auditors. Significant audit observations and actions taken thereon are reported to the Audit Committee.

The key business risks identified by your Company and mitigation plans are detailed in the Business Responsibility and Sustainability Report (BRSR) and Management Discussion and Analysis Report.

The provisions of sub-section (1) of Section 148 of the Act are not applicable to the Company as Central Government has not specified the maintenance of cost records for any of the business activities of the Company.

### 11. Corporate Social Responsibility

Your Company has in place a Corporate Social Responsibility (CSR) Committee in accordance with Section 135 of the Act. The details of the CSR Policy and the Annual Report on CSR activities as prescribed under the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014, are annexed herewith as Annexure B.

The focus of our social responsibility centers around women's empowerment, education of the underprivileged, environmental issues and providing medical care to the needy. The last few years have gladdened us when we step back and look at the reach and impact of our programs.

A detailed and comprehensive coverage of our sustainability and CSR initiatives is provided at [www.sasken.com/sustainability](http://www.sasken.com/sustainability) and detailed in this Report.

### 12. Vigil Mechanism / Whistle Blower Policy

Your Company has adopted a Whistle Blower Policy and has established Vigil Mechanism in line with the requirements under the Act and Listing Regulations for the employees and other stakeholders to report concerns about unethical behaviour, actual or suspected fraud or violation of the Code.

The Whistle Blower Policy is available at [www.sasken.com/investors](http://www.sasken.com/investors).

During the year, your Company has not received any complaints under the said mechanism.

### 13. Sexual Harassment Redressal Committee

Your Company has complied with the applicable provisions relating to the constitution of Sexual Harassment Redressal Committee termed as Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, details of which is provided under the Corporate Governance Report forming part of this Report.

### 14. Directors and Key Managerial Personnel

Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In accordance with the provisions of the Act and in terms of the Articles of Association of the Company, Dr. G. Venkatesh (DIN: 00092085) is liable to retire by rotation at the forthcoming Annual General Meeting ('AGM') and being eligible offers himself for re-appointment.

A detailed note, profile and explanatory statement for the aforesaid re-appointment is provided in the notice of 35<sup>th</sup> AGM.

Mr. Raja Ramana Macha (DIN: 06904402) and Mr. Sunil Sachan (DIN: 09849981) were co-opted by the Board as Additional Directors on January 24, 2023. The shareholders have approved the appointment of said Directors as Independent Directors (Non-Executive) through Postal Ballot on March 21, 2023 for a term of up to five years from January 24, 2023 to January 23, 2028.

Ms. Neeta S. Revankar (DIN: 00145580), Whole-time Director and Chief Financial Officer of the Company had stepped down to devote time to pursue her personal interests effective June 30, 2022.

## Board's Report (Contd.)

During the year, the Board has appointed the following as Key Managerial Personnel:

- Mr. Abhijit Kabra as Chief Executive Officer effective July 20, 2022;
- Mr. Priyaranjan as Chief Financial Officer effective August 10, 2022; and
- Mr. B. Ramkumar as Chief Risk Officer effective August 10, 2022.

### 14.1 Board Evaluation

Pursuant to the provisions of the Act and Regulation 17 of the Listing Regulations, the Board has carried out an annual performance evaluation of its own performance, the Directors individually and its Committees. The evaluation of the Directors, Board and Committees were carried out including, Board structure and composition, establishment and delineation of responsibilities to Committees, effectiveness of Board processes, information flow, functioning of the Board / Committees, Board culture and dynamics, quality of relationship between the Board and Management, contribution to decisions of the Board, guidance / support to Management outside Board / Committee meetings.

The Nomination & Remuneration Committee has laid down the evaluation framework for assessing the performance of Directors comprising of the following key areas:

- Attendance in meetings of the Board and its Committees.
- Quality of contribution to Board deliberations.
- Strategic perspectives or inputs regarding future growth of Company and its performance.
- Providing perspectives and feedback going beyond information provided by the management.
- Commitment to shareholders and other stakeholder interests.

### 14.2 Board independence

Definition of 'Independent Director' is referred in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Based on the confirmation / disclosures received from the Directors and on evaluation of the relationships disclosed, the following Directors are Independent:

- Mr. Bharat V. Patel
- Ms. Madhu Khatri
- Mr. Raja Ramana Macha (effective January 24, 2023)
- Mr. Sanjay M. Shah
- Mr. Som Mittal (effective April 21, 2022)
- Mr. Sunil Sachan (effective January 24, 2023)
- Mr. Sunirmal Talukdar

### 14.3 Nomination & Remuneration Policy

The Policy and the composition of the Nomination & Remuneration Committee have been stated in the Corporate Governance Report.

### 14.4 Meetings of the Board and its Committees

The details of (a) the meetings of the Board and its Committees held during the year; and (b) composition and terms of reference of the Committees are detailed in the Corporate Governance Report.

### 14.5 Code of Conduct

The Board has approved a Business Code of Conduct (Code) which is applicable to the Members of the Board and all the employees. The Code has been posted on the Company's website [www.sasken.com/investors](http://www.sasken.com/investors) and intranet. The Code lays down the standard of conduct which is expected to be followed by the insiders in their business dealings and in particular on matters relating to integrity in the workplace, in business practices and in dealing with stakeholders.

The Members of the Board and the Senior Management personnel of the Company have confirmed compliance with the Code.

Further, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations"), as amended from time to time, the Board had adopted the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Insiders ("the Insider Code"). This Insider Code is applicable to all Directors, Promoters, such identified Designated Persons and their Immediate Relatives and other Connected Persons who are expected to have Unpublished Price Sensitive Information relating to the Company. The Company Secretary of the Company is the Compliance Officer under the Insider Code.



## Board's Report (Contd.)

### 15. Directors' Responsibility Statement

To the best of our knowledge and belief and according to the information and explanations obtained, 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 as at March 31, 2023 and of the profit of the Company for the year ended March 31, 2023;
- 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;
- proper internal financial controls to be followed by the Company were in place and such internal financial controls were adequate and were operating effectively with no material defects; and
- systems to ensure compliance with the provisions of all applicable laws and Secretarial Standards were in place, adequate and operating effectively.

### 16. Subsidiary Companies & Joint Ventures

There has been no change in the nature of business of the subsidiaries, during the year under review. In accordance with Section 129(3) of the Act, your Company has prepared a Consolidated Financial Statements of the Company and all its subsidiary companies, which is forming part of this Report. The Consolidated Financial Statements also reflects the contribution of subsidiary companies to the overall performance of the Company. A statement containing salient features of financial statements of the subsidiary companies is also included in this Report.

In accordance with third proviso of Section 136(1) of the Act, the Annual Report of the Company, containing therein its Standalone and Consolidated Financial Statements have been placed on the Company's website [www.sasken.com/investors](http://www.sasken.com/investors). Further, as per fourth proviso of the said section, audited annual accounts of each of the subsidiary companies have been placed on the Company's website [www.sasken.com/investors](http://www.sasken.com/investors). Shareholders interested in obtaining a copy of the audited annual accounts of the subsidiary companies may write to the Company Secretary at the Company's registered office address.

The Audit Committee reviews the Standalone and Consolidated Financial Statements of the Company and the investments made by its unlisted subsidiary companies. The minutes of the Audit Committee meetings along with a report on significant developments of the unlisted subsidiary companies are periodically placed before the Board.

In accordance with Regulation 16(c) of Listing Regulations, Sasken Finland Oy, one of the wholly owned subsidiaries of the Company has become a 'Material Subsidiary' effective April 1, 2023.

Your Company does not have any subsidiary companies in India. The policy for determining 'material subsidiaries' has been disclosed on Company's website [www.sasken.com/investors](http://www.sasken.com/investors).

### 17. Auditors

#### 17.1 Statutory Auditors and Statutory Auditors' Report

As per the provisions of Section 139 of the Act, M/s. MSKA & Associates, Chartered Accountants (ICAI Firm Registration No. 105047W), were appointed as Statutory Auditors of your Company, to hold office until the conclusion of the 38<sup>th</sup> AGM.

As required under Regulation 33 of the Listing Regulations, Statutory Auditors have confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

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

#### 17.2 Secretarial Auditor and Secretarial Audit Report

Pursuant to the provisions of Section 204 of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the Listing Regulations and other applicable provisions framed thereunder, as amended, your Company had appointed Ms. Aarthi Gopalakrishna, Company Secretary in Practice (CP No.5645) to undertake the Secretarial Audit of the Company. The Practicing Company Secretary has submitted her Report on the Secretarial Audit conducted by her which is annexed herewith as Annexure C.

There are no qualifications, reservations, or adverse remarks in her Report.

## Board's Report (Contd.)

### 18. Corporate Governance and General Shareholder Information

Your Company is committed towards maintaining high standards of Governance. The Report on Corporate Governance as stipulated under Schedule V of the Listing Regulations, General Shareholder Information together with a Corporate Governance Compliance Certificate from Mr. K. Rajshekar, Company Secretary in Practice (CP No.2468) confirming compliance, forms an integral part of this Report which is annexed herewith as Annexure D.

### 19. Management Discussion and Analysis Report

The Management Discussion and Analysis Report for the year under review, as stipulated under Schedule V of the Listing Regulations, is forming part of this Report.

### 20. Business Responsibility and Sustainability Report

Your Company has embedded in its core business philosophy, the vision of societal welfare and environmental protection.

As per Regulation 34(2)(f) of the Listing Regulations, BRSR forms an integral part of this Report which is annexed herewith as Annexure E and also available on the Company's website [www.sasken.com/investors](http://www.sasken.com/investors).

### 21. Related Party Transactions

All related party transactions that were entered into during the financial year were on an arm's length basis and in the ordinary course of business. During the year under review, your Company had not entered into any material related party transactions, i.e. transactions exceeding ₹ 1,000 crores or 10% of the annual consolidated turnover as per the last audited financial statements, whichever is lower.

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

Your Company has in place a Related Party Transactions Policy for the purpose of identification and monitoring of such transactions. This policy has been approved by the Board and is available on the Company's website [www.sasken.com/investors](http://www.sasken.com/investors).

Since there have been no materially significant contracts / arrangements / transactions with related parties, disclosure under Form No. AOC-2 is not applicable.

### 22. 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 Regulators / Courts having a material impact on the operations of the Company during the year under review.

### 23. Patents

As in previous years, we continue to march down the path of being a Company that values the creation and protection of intellectual property. In the current financial year, your Company has filed/obtained three patents. Among the patents granted are 'Low-cost unique identification generation using a combination of patterns and unique code images'. This patent proposes cost-effective means of distinguishing between genuine and counterfeit objects. Your Company has been granted a patent for "Method for Ensuring Security of an Internet of Things (IoT) Network". This patent addresses the need to secure a vast number of devices that are a part of the IoT and have limited computing and storage resources. Finally, we have a patent pending for "System and Method for Secure Connection of Headless Bluetooth Device". This filing addresses the need for a secure connection between two headless devices that have no display, input, and out-of-band mechanisms for secure pairing.

As of date, a total of 71 patents have been granted to your Company from both Indian and US Patent Offices.

### 24. Quality Certifications

#### ISO 14001:2015

Your Company is certified for ISO 14001:2015 (Environment Management System Standard). Your Company is committed to contribute towards environment management and being a responsible corporate member of the communities in which it operates. This reaffirms your Company as a responsible corporate citizen.

#### ISO / IEC 27001:2013

Your Company is certified for ISO / IEC 27001:2013 (Information Security Management System Standard). This is important for assuring our stakeholders (like Customers, Partners, Vendors, Investors, and Employees) of our commitment to protecting their Information Security and Data Privacy including Intellectual Properties (IPs), as well as sensitizing all employees about the importance of confidentiality, integrity, availability of classified information and privacy of our stakeholders.

## Board's Report (Contd.)

### ISO / IEC 27701:2019

Your Company is certified for ISO / IEC 27701:2019 (Privacy Information Management System Standard). This is important for assuring our stakeholders (like Customers, Partners, Vendors, Investors, and Employees) of our commitment to protecting their Personally Identifiable Information (PII) within the organization, as well as sensitizing all employees about the importance of data privacy.

### ISO 9001:2015

Your Company is certified for ISO 9001:2015 (Quality Management System (QMS) Standard). It helps us to establish a process framework in the organization based on Plan - Do - Check - Act lifecycle and provides guidance on the implementation of checks and measures to help promise quality in all our deliverables to customers (new and existing), vendors, shareholders, and interested parties including regulatory bodies across various geographies in which we operate. It also helps meet statutory, regulatory, and compliance requirements applicable to Sasken and its affiliate companies.

### CMMI - Dev - V2.0 - ML3

On delivery excellence, your Company leverages industry best practices and standards to establish and continuously improve delivery systems and processes. Your Company has established a delivery platform called Sasken Delivery Platform (SDP). SDP is an Engineering Delivery workbench (with support for various lifecycle stages) and an Integrated Project Management platform. Your Company's QMS has been assessed at Maturity Level 3 of the CMMI - Dev - V2.0 framework.

Sasken's processes are also compliant with the requirements of technology vertical specific standards like TL9000 R5.5/5.0, Automotive SPICE v2.5, and Automotive Functional Safety - ISO 26262. Sasken's QMS and practices are compliant with Global Data Privacy Regulations\* like EU-GDPR, UK-GDPR, US Privacy Act (including CCPA), and Personal Data Protection Bill (PDPB).

*\* EU-GDPR – European Union – Global Data Protection Regulation; UK – GDPR – United Kingdom – Global Data Protection Regulation; CCPA – California Consumer Privacy Act; Section 43A of IT Act 2000 for Data Privacy for India region, and Japan APPI.*

## 25. Consolidated Financial Statements

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

## 26. Annual Return

The Annual Return of the Company is available on the website of the Company [www.sasken.com/investors](http://www.sasken.com/investors).

## 27. Particulars of Employees

The information required pursuant to Section 197(12) read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure F.

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the aforesaid Rules, is provided in a separate annexure forming part of this Report. Further, the Report and the accounts are being sent to the Shareholders excluding the said annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Shareholder interested in obtaining a copy of the same may write to the Company Secretary.

## 28. Acknowledgement

Your Directors thank various Regulatory Authorities, Organizations and Agencies for the continued help and co-operation. The Directors also gratefully acknowledge support of all stakeholders of the Company viz. customers, shareholders, dealers, vendors, banks, and other business partners. The Directors appreciate and value the contribution made by every employee of the Company.

For and on behalf of the Board of Directors

Bengaluru  
May 2, 2023

Rajiv C. Mody  
Chairman & Managing Director

## Energy Conservation, Technology Absorption, Foreign Exchange earnings, and Outgo

## A. Energy Conservation - Environmental Management System

Since its inception, your Company believes in adhering to ethical, environmental, and ecological standards, and embracing social responsibility. We are committed to building and operating ecologically sustainable and psychologically safe workspaces for our talent pool. As we entered FY 23, we have encouraged people to operate in a hybrid model and we see this continuing for the foreseeable future. We will continue assessing the working model & its efficacy and take the necessary steps to make changes as and when required. In the current financial year, our facilities team undertook periodic environmental sustainability initiatives.

Our CSR initiatives have resulted in the reduction of 1,890 tons of CO<sub>2</sub> and in addition have offset over 20 tons of CO<sub>2</sub> per month, resulting in our net emission of CO<sub>2</sub> being about 425 tons for the year. We harness sustainable energy sources to meet our energy needs as well as procure the same from renewable sources. Approximately 95% of our electricity demand for the year 2022-23 has been sourced from clean energy sources. We now reap benefits from the adoption of campus-wide LED lighting with sensor-based operation which has contributed to significantly reducing energy consumption whilst providing a functional workspace.

For the year 2022-23, we have recycled 3500 KL of water, using an in-house effluent treatment plant at the registered office, which is used for secondary usage. We have also recharged groundwater in our neighbourhood with approximately 6000 KL of rainwater collected and harvested through our rainwater harvesting tanks.

During the year we tied up with an NGO to donate all our plastic waste to convert them from waste to useful products. Thus far in FY23, we have donated 1.11 tons of plastic to this organization.

With the objective of engaging our workforce to embrace eco-friendly measures, we have conducted several workshops and awareness campaigns to sensitize them to the need for individual responsibility towards the environment.

Your Company stands committed to the continuous improvement of its well-integrated environmental management systems. We ensure that a dedicated team drives these initiatives under the able guidance and support of our management.

## B. Research &amp; Development

The sectoral focus of your Company includes the following business lines - semiconductors, automotive electronics, communication networks & devices, satellite communications, industrials, and transportation. Across these sectors, we provide a spectrum of product engineering and digital enablement for product development, sustenance, testing, homologation, and other product lifecycle management services.

As in the previous years, your Company continues to invest in developing new offerings and strengthening existing offerings addressing market opportunities in the area of in-vehicle infotainment services, digital clusters, electric vehicles, and telematic services. In addition, we work on strengthening our capabilities in both semiconductor and software platforms to address the need for the burgeoning smart devices and allied security management services of the same. We invest in digital technologies that are an integral part of our bouquet of offerings, more specifically those that enable the creation of smart products, smart manufacturing systems, and smart insights. In other words, providing equipment manufacturers to participate strongly in the as-a-service economy.

## C. Technology Absorption

Much of our competency-building and domain enrichment arises from our commitment to measure and manage the same using our time-tested KenMap system. Our investments in learning include both traditional and innovative methods that allow our engineers to learn the fundamentals of cutting-edge technology with a clear end goal of applying them to serve our customers better. This creates a virtuous cycle of a knowing-doing model of continuous learning. Our areas of investment include specific technologies that are current such as 5G networks, open architectures, high-performance computing, short & medium range connectivity, cloud, and technologies that focus on security and cognition given the heavy reliance on data-driven decision-making.

## D. Foreign Exchange Earnings and Outgo

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Foreign exchange earnings	25,738.94	29,537.61
Foreign exchange expenditure	4,215.98	3,700.70

## Annual Report on Corporate Social Responsibility (CSR) activities

## 1. Brief outline on CSR policy of the Company

CSR Policy of your Company encompasses its philosophy for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large. This Policy is aimed to benefit different segments of the society, specifically the deprived, under privileged and differently abled persons.

CSR Policy has been prepared pursuant to Section 135, Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and same is made available at the Company's website [www.sasken.com/investors](http://www.sasken.com/investors).

## 2. Composition of CSR Committee

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Rajiv C. Mody	Chairman - Executive	3	3
2.	Mr. Pranabh D. Mody*	Member - Non-Executive	3	2
3.	Mr. Sanjay M. Shah	Member - Independent	3	3

\*He was appointed as Member effective June 1, 2022, in place of Ms. Neeta S. Revankar.

## 3. Provide the web-link(s) where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company.

CSR Policy, Projects and Annual Action Plan - [www.sasken.com/investors/corporate-governance](http://www.sasken.com/investors/corporate-governance)

Composition of CSR Committee - [www.sasken.com/investors/management-team](http://www.sasken.com/investors/management-team)

## 4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of Rule 8, if applicable.

Not applicable

5.
  - a. Average net profit of the Company as per sub-section (5) of Section 135: ₹ 12,399.50 lakhs
  - b. Two percent of average net profit of the Company as per sub-section (5) of Section 135: ₹ 248 lakhs
  - c. Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
  - d. Amount required to be set off for the financial year, if any: ₹ 68.92 lakhs
  - e. Total CSR obligation for the financial year [(b)+(c)-(d)]: ₹ 179.08 lakhs
6.
  - a. Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 190.08 lakhs
  - b. Amount spent in Administrative Overheads: Nil
  - c. Amount spent on Impact Assessment, if applicable: Not applicable
  - d. Total amount spent for the financial year (a+b+c): ₹ 190.08 lakhs
  - e. CSR amount spent or unspent for the Financial Year:

₹ in lakhs

Total Amount spent for the financial year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of Section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of Section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
190.08	Not Applicable				

## Annexure to Board's Report (Contd.)

### f. Excess amount for set off, if any

Sl. No.	Particulars	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the Company as per sub-section (5) of Section 135	248
(ii)	Total CSR obligation for the financial year (please refer note below)	179.08
(iii)	Total amount spent for the financial year	190.08
(iv)	Excess amount spent for the financial year [(iii)-(ii)]**	11.00
(v)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(vi)	Amount available for set off in succeeding financial years [(iv)-(v)]	11.00

\*\*Arising out of the excess spent in FY22, a sum of ₹ 68.92 lakhs was available for set off in 3 succeeding financial years and thus net amount of ₹ 179.08 lakhs is shown under column (ii) as the total obligation of the Company. However, instead of utilizing the entire excess spent of ₹ 68.92 lakhs in FY23, we have set off ₹ 57.92 lakhs, and carrying forward ₹ 11 lakhs to succeeding financial year(s) for set off.

### 7. Details of unspent CSR amount for the preceding three financial years

Sl. No.	Preceding FYs	Amount transferred to Unspent CSR Account under sub-section (6) of Section 135	Balance Amount in Unspent CSR Account under sub-section (6) of Section 135	Amount spent in the FY (₹ in lakhs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso of sub-section (5) of Section 135, if any		Amount remaining to be spent in succeeding FYs	Deficiency, if any
					Name of the Fund	Amount		
1.	2022	Nil	Nil	309.38	Nil	Nil	Nil	-
2.	2021	Nil	Nil	215.39	Nil	Nil	Nil	-
3.	2020	Nil	Nil	190.84	Nil	Nil	Nil	-

### 8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: **No**

If Yes, enter the number of capital assets created / acquired: **Not Applicable**

Furnish the details relating to such asset(s) so created or acquired through CSR amount spent in the Financial Year:

Sl. No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of Creation	CSR amount spent	Details of Entity / Authority / Beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if Applicable	Name	Registered address
<b>Nil</b>							

### 9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of Section 135: **Not Applicable**

The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For and on behalf of the CSR Committee

Bengaluru  
May 2, 2023

Rajiv C. Mody  
Chairman of CSR Committee and  
Chairman & Managing Director



## Form No. MR-3

SECRETARIAL AUDIT REPORT<sup>1</sup>

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

**Sasken Technologies Limited**

139/25, Ring Road, Domlur

Bengaluru- 560071

CIN: L72100KA1989PLC014226

Authorised Capital : Rs. 5,500 Lakhs

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Sasken Technologies Limited** (hereinafter called the '**Company**'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, Agents and Authorized Representatives during the conduct of Secretarial Audit, I hereby Report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-Processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023 according to the provisions of:

- (i) The Companies Act, 2013 ('the Act') and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;<sup>2</sup>
  - (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;<sup>2</sup>
  - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;<sup>2</sup> and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.<sup>2</sup>
- (vi) Other Laws as applicable to the Information Technology Company that is in the Business of Product Engineering and Digital Transformation:
  1. Information Technology Act, 2000
  2. EXIM Policy of India; Policy relating to Software Technology Parks of India and its Regulations and The Special Economic Zone Act, 2005
  3. Intellectual Property Laws, namely The Indian Copyright Act, 1957; The Trade Marks Act, 1999; The Patents Act, 1970; Designs Act, 2000
  4. Environment (Protection) Act, 1986; Water (Prevention and Control of Pollution) Act, 1974; Air (Prevention and Control of Pollution) Act, 1981; E-Waste (Management) Rules, 2016

## Annexure to Board's Report (Contd.)

I have also examined compliance with applicable clauses of the following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India;
- (ii) The Listing Agreement entered into by the Company with the National Stock Exchange of India Limited and BSE Limited and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned subject to our observation below:

All Related Party transactions in the opinion of the Company are on arm's length basis in the ordinary course of business and therefore the procedure under section 188 of the Companies Act, 2013 and the Rules made thereunder have been selectively adhered to.

My opinion is based on audit evidence, explanations and information given to me during the audit and the Management Representation Letter in support of compliances in respect of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

**I Further Report That** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, Agenda and detailed Notes on Agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the Agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

**I Further Report That** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

**I Further Report That** during the audit period the Company has:

- (i) Appointed Chief Executive Officer, Chief Financial Officer and Chief Risk Officer as Key Managerial Personnel.
- (ii) Appointed Three new Independent Directors and reclassified an Independent Director as Non-Executive Non-Independent Director with the approval of the Members.

However, returns pertaining to aforesaid events are yet to be filed with the Ministry of Corporate Affairs.

Place : Bengaluru

Date : May 2, 2023

UDIN: F005706E000235201

AARTHI GOPALAKRISHNA

FCS # 5706

CP # 5645

Peer Review Cert # 1110/2021

<sup>1</sup> To be read with our letter annexed hereto which forms an integral part of this report

<sup>2</sup> There were no actions necessitating compliance under these Regulations.

ANNEXURE

To,  
The Members,  
**Sasken Technologies Limited**  
Bengaluru

My Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company, nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : Bengaluru  
Date : May 2, 2023

AARTHI GOPALAKRISHNA  
FCS # 5706  
CP # 5645

## REPORT ON CORPORATE GOVERNANCE

This report is prepared in accordance with the Corporate Governance requirements specified under Companies Act, 2013 (Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and Secretarial Standards issued by The Institute of Company Secretaries of India as of March 31, 2023 and the report contains the details of Corporate Governance systems and processes followed by the Company.

Our Corporate Governance is guided by 4 values, viz. L.E.A.P – Leadership, Excellence, Accountability and Passion which reflects our value system encompassing our culture, policies, and relationships with our stakeholders. Integrity and transparency are key to our Corporate Governance practices to ensure that we gain and retain the trust of our stakeholders.

Your Company has a Code of Conduct, the governing principle for its directors, and personnel and also a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders. Your Company is also having (a) CSR Policy; (b) Policy on Material Subsidiaries; (c) Policy on Related Party Transactions and Materiality of Related Party Transactions; (d) Vigil Mechanism / Whistle Blower Policy; (e) Dividend Distribution Policy; and (f) familiarization program imparted to Independent Directors, etc. The said policies along with information as required under regulatory provisions of the Act and Listing Regulations are available on the website of your Company at [www.sasken.com/investors](http://www.sasken.com/investors).

### Board of Directors ("Board")

The Board determines the purpose and values of the Company. The primary role of the Board is that of trusteeship so as to protect and enhance stakeholders' value through the strategic supervision of the Company and its subsidiaries.

The Board ensures that the Company complies with relevant laws, regulations, governance practices, accounting and auditing standards. It identifies key risk areas and key performance indicators of the Company's business and constantly monitor these factors.

The Board has an optimum combination of Executive, Non-Executive and Independent Directors who have an in-depth knowledge of business, in addition to the expertise in their areas of specialization.

The Company has defined guidelines and an established framework for the meetings of the Board and Committees. These guidelines seek to systematize the decision-making process at the meetings of the Board and Committees in an informed and efficient manner.

The Chairman, Chief Executive Officer and Senior Management personnel are accountable for achieving targets as well as transparent scrutiny of means and ends. They make periodic presentations to the Board on their responsibilities, performance, action taken during each quarter as well as representations required under the Company's Code of Conduct.

No Director of the Company is a member in more than 10 committees or acts as Chairperson of more than 5 committees across all listed companies, in which he / she is a Director. The names and categories of Directors on the Board, their shareholding in the Company and other directorships / committee memberships are given below:

Name of the Director	DIN	Category	Shareholding as at March 31, 2023	No. of Directorships held*		Committees~	
				Public	Private	Chairman	Member
Mr. Rajiv C. Mody**	00092037	Executive	15,56,570	2	-	-	-
Mr. Bharat V. Patel	00060998	Independent	17,219	-	-	-	-
Ms. Madhu Khatri	00480442	Independent	-	-	-	-	-
Ms. Neeta S. Revankar##	00145580	Executive	53,782	-	-	-	-
Mr. Pranabh D. Mody**	00035505	Non-Executive	2,88,534	1	3	-	-
Mr. Raja Ramana Macha#	06904402	Independent	-	-	-	-	-
Mr. Sanjay M. Shah	00375679	Independent	3,493	-	2	-	-
Mr. Som Mittal	00074842	Independent	-	3	1	1	-
Mr. Sunil Sachan#	09849981	Independent	-	-	-	-	-
Mr. Sunirmal Talukdar	00920608	Independent	-	5	2	3	2
Dr. G. Venkatesh	00092085	Non-Executive	1,46,260	1	3	-	-

\*Does not include directorships in Sasken Technologies Limited, foreign bodies corporate and companies incorporated under Section 8 of the Act / Section 25 of the Companies Act, 1956.

\*\*Promoter

#Appointed as an Additional Director – Independent category by the Board effective January 24, 2023 and further, the shareholders have approved the aforesaid appointment as an Independent Director through Postal Ballot on March 21, 2023 for a term of up to 5 years.

##She has stepped down from the Board effective June 30, 2022.

~Denotes chairmanship and membership in Audit and Stakeholders Relationship Committee of public limited companies other than Sasken Technologies Limited.



## Annexure to Board's Report (Contd.)

There is no inter-se relationship between the Directors.

A brief resume of the Directors, nature of their expertise in specific functional areas, etc. are available on the website of the Company [www.sasken.com/investors/management-team](http://www.sasken.com/investors/management-team).

The Board meets at least once in every quarter and / or whenever necessary for considering and reviewing the annual financial & business plans, performance and financial results. On an ongoing basis during the year, the Board monitors the performance of the Company as against its annual business and financial plans as well as resource allocation decisions made during the period. The Board also evaluates the Company's strategy and assesses progress against agreed milestones.

Independent Directors of your Company are independent of the Management and have complied with the applicable conditions of the Listing Regulations.

The Company Secretary in consultation with the Chairman drafts the agenda for each meeting, along with notes and circulate the same in advance to the Board / Committee members. All material information is incorporated in the agenda facilitating meaningful and focused discussions during the meeting. Where it is not practicable to attach any document in the agenda, the same is tabled at the meeting. Every Board member is free to suggest items for inclusion in the agenda. The Directors are provided uninterrupted access to office and employees of the Company. Management is encouraged to invite the Company personnel to any Board / Committee meeting at which their presence and expertise would help the Board to have a full understanding of the matters being considered.

During the year 2022-23, the Board met on six occasions, i.e., on April 20, 2022, April 21, 2022, July 20, 2022, August 10, 2022, October 21, 2022 and January 24, 2023. The maximum gap between two meetings was not more than one hundred and twenty days. Quorum was present at all the meetings. Some of the decisions were also taken through circulation.

Apart from the above, as required under Schedule IV of the Act, the Independent Directors had a separate meeting on March 28, 2023. Details of (a) Directors' attendance in Board Meeting and (b) sitting fees paid to them for attending Board / Committee meetings are as follows:

Director	No. of Board meetings during 2022-23		Whether attended last AGM held on July 20, 2022	Sitting fee (In ₹ lakhs)**
	Held	Attended		
Mr. Rajiv C. Mody	6	6	Yes	-
Mr. Bharat V. Patel	6	5	No	6.50
Ms. Madhu Khatri	6	6	Yes	4.00
Ms. Neeta S. Revankar*	2	2	-	-
Mr. Pranabh D. Mody	6	6	Yes	8.00
Mr. Raja Ramana Macha*	-	-	-	-
Mr. Sanjay M. Shah	6	6	Yes	3.00
Mr. Som Mittal*	5	5	Yes	2.50
Mr. Sunil Sachan*	-	-	-	-
Mr. Sunirmal Talukdar	6	6	Yes	7.00
Dr. G. Venkatesh	6	6	Yes	4.00

\*Meetings held up to / from the date of their appointment / stepping down from the position.

\*\* Represents sitting fees paid for attending Board and other Committee meetings.

As required under Part C, Clause 2(c) of Schedule V of Listing Regulations, name of other listed entities in which Director of the Company is also a director and the category of his directorship(s) is provided below:

Director	Listed Entity	Category
Mr. Rajiv C. Mody	Centum Electronics Limited	Independent Director
Mr. Sunirmal Talukdar	India Carbon Limited	Independent Director
	Heubach Colorants India Limited (formerly Clariant Chemicals (India) Limited)	Independent Director
	Aditya Birla Fashion and Retail Limited	Independent Director
	Titagarh Rail Systems Limited (formerly Titagarh Wagons Limited)	Independent Director
Mr. Som Mittal	Sheela Foam Limited	Independent Director
	Apollo Hospitals Enterprise Limited	Independent Director

As required under Part C, Clause 2(h) of Schedule V of Listing Regulations, the list of core skills / expertise / competencies identified by the Board as required in the context of its business(es) and sector(s) for it to function effectively and those actually available with the Board is provided below:

## Annexure to Board's Report (Contd.)

Your Company is engaged in the highly skilled, technology intensive niche area (as more fully detailed in the "Tech & Markets" section of the Annual Report). The Board of your Company thus aptly consists of optimum number of Directors who have specialized and decades of relevant rich expertise in the field of Technology & Research, Management, Strategy, Sales & Marketing, Finance, Legal, Taxation, Entrepreneurship, risk mitigation, compliance, mergers & acquisitions, etc., thereby able to function effectively.

As required under Part C, Clause 10(i) of Schedule V of Listing Regulations, Mr. K. Rajshekar, Practicing Company Secretary has issued a certificate to the effect that none of the Directors of your Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI / Ministry of Corporate Affairs or any such other statutory authorities.

As required under Part C, Clause 10(k) of Schedule V of Listing Regulations, the details of fees paid by your Company and its subsidiaries, on a consolidated basis, to the statutory auditors and entities in the network firm / network entity of which the statutory auditor is a part, are provided in the Notes to Financial Statements forming part of the Annual Report.

### Tenure

Except Mr. Rajiv C. Mody and Independent Directors, all other Directors of your Company are liable to retire by rotation. One-third of the said Directors are liable to retire every year and if eligible, offer themselves for re-appointment. The Board has the power to determine the tenure of the Executive Directors.

### Profile

The profile of Director who is being re-appointed at the ensuing Annual General Meeting (AGM) is given in Explanatory Statement forming part of the Notice convening the said meeting. Profile of Directors is also available on the Company's website [www.sasken.com/investors](http://www.sasken.com/investors).

### Remuneration

Nomination & Remuneration Committee determines the compensation payable to Executive Director, within the overall limits approved by the shareholders and in accordance with provisions of the Act. The elements of remuneration package of Executive, Non-Executive / Independent Directors are provided hereunder:

#### (i) Elements of remuneration package of Executive Directors

The remuneration of the Executive Directors is divided into two parts viz. Fixed Pay and Variable Performance Pay (VPP). Fixed pay is determined by the Nomination & Remuneration Committee within the limits approved by the shareholders. VPP is paid based upon the individual performance of the Directors evaluated by the Nomination and Remuneration Committee, performance of the Company, vis-à-vis goals set for that year and within the limits approved by the shareholders.

Contribution towards provident and superannuation funds is as per the Company's policy and forms part of the fixed pay. Mr. Rajiv C. Mody being Promoter Director is not eligible for stock options.

#### (ii) Elements of remuneration package to Non-Executive / Independent Directors

The shareholders at the AGM held on September 22, 2014, have approved payment of commission on net profits to the Non-Executive Directors at the rate not exceeding 1% of the net profits of the Company in any financial year as computed under the applicable provisions of the Act and same be allocated amongst them in such manner as may be decided by the Board within the limits specified therein.

The Board took into consideration the attendance and contribution made by Non-Executive Directors at Board and certain Committee meetings; time spent by them other than at the Board / Committee meetings while arriving at the commission payable to them for the year ended March 31, 2023. Independent Directors are not eligible for stock options and no options were granted to Non-Executive Directors during the year.

The following table shows the remuneration paid to the Executive Directors in the year 2022-23 and commission payable to Non-Executive Directors for the year 2022-23:

(In ₹ lakhs)

Director	Fixed Remuneration	VPP*	Commission
Mr. Rajiv C. Mody	192.50	312.88	-
Mr. Bharat V. Patel	-	-	18.60
Ms. Madhu Khatri	-	-	10.40
Ms. Neeta S. Revankar**	33.64	187.73	-
Mr. Pranabh D. Mody	-	-	-
Mr. Sanjay M. Shah	-	-	6.85
Mr. Som Mittal	-	-	16.25
Mr. Sunirmal Talukdar	-	-	29.07
Dr. G. Venkatesh	-	-	11.33

\* VPP for the year 2021-22 paid during the year 2022-23.

\*\*She has stepped down from the Board effective June 30, 2022.

## Annexure to Board's Report (Contd.)

### Board Committees

The Board Committees play a crucial role in the governance structure of the Company and are being set out to deal with specific areas / activities which concern the Company and need a closer review. Committees are set up by the Board to carry out the roles and responsibilities as defined in their Charter. These Committees prepare the groundwork for decision making and minutes of Committee meetings are placed at subsequent meetings of the respective Committees and Board. As of March 31, 2023, your Company has the following Committees of the Board:

- a) Audit Committee
- b) Corporate Social Responsibility Committee
- c) Nomination and Remuneration Committee
- d) Stakeholders Relationship Committee
- e) Risk Management Committee

#### (a) Audit Committee

Mr. Sunirmal Talukdar is the Chairman of the Committee. Mr. Bharat V. Patel and Mr. Pranabh D. Mody are the members of the Committee.

This Committee provides oversight of the Company's accounting and financial reporting processes and the audit of the Company's financial statements and assists the Board in oversight of (1) integrity of the Company's financial statements; (2) Company's compliance with legal and regulatory requirements; (3) independent auditor's qualifications, independence and performance; (4) Company's internal accounting and financial controls; and (5) Internal Controls over Financial Reporting (ICFR).

The terms of reference are as follows:

1. To oversee the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
2. To discuss and review with the management, the quarterly financial statements and annual financial statements along with limited review report / auditor's report thereon before submission to the Board, with particular reference to:
  - (a) Changes, if any, in accounting policies and practices and reasons for the same;
  - (b) Disclosure of Management Discussion and Analysis of financial condition and results of operations;
  - (c) Major accounting entries involving estimates based on the exercise of judgement by the management;
  - (d) Significant adjustments made in the financial statements arising out of audit findings;
  - (e) Compliance with Accounting Standards, listing and other legal requirements relating to financial statements;
  - (f) Disclosure of any related party transactions;
  - (g) Modified opinion(s) in the draft audit report; and
  - (h) Other matters required to be included in the Directors' Responsibility Statement to be included in the Board's Report as envisaged under the Companies Act, 2013;
3. To review with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.) the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the agency monitoring utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
4. To approve the appointment of Chief Financial Officer (i.e., the Whole Time Finance Director or any other person leading the finance function or discharging responsibilities to that function) after assessing the qualifications, experience and background, etc. of the candidate;
5. To review the utilization of loans and / or advances from / investment by the holding company in the subsidiary exceeding ₹ 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments;
6. To review the financial statements of the subsidiaries, in particular the investments made by the subsidiary companies;
7. To oversee financial reporting controls and processes for material subsidiaries;
8. To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;

## Annexure to Board's Report (Contd.)

9. To recommend to the Board the appointment / re-appointment, fixation of remuneration and terms pertaining to appointment / re-appointment of the auditors and also approval for payment for any other services rendered by the statutory auditors of the Company as permitted under applicable laws;
10. To review and monitor the auditor's independence & performance, and effectiveness of audit process;
11. To evaluate the internal financial controls, risk management system and accounting policies with the management;
12. To review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
13. To discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
14. To review management letter / letters of internal control weaknesses as issued by the statutory auditors / internal auditors relating to internal control weaknesses and statement of deviations.
15. To review the functioning and adequacy of the Whistle Blower mechanism;
16. To approve the related party transactions or any subsequent modification thereto;
17. To review and grant omnibus approval for the transactions entered into by the Company with the related parties;
18. To review the 'Related Party Transaction and Materiality Policy' framed by the Company and define material deviation as deemed appropriate by the Committee.
19. To scrutinize inter-corporate loans and investments;
20. To value undertakings or assets of the Company, wherever it is necessary;
21. To investigate the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
22. To review implementation and compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Internal Procedure and Conduct for Regulating, Monitoring and Reporting of trading by Insiders.
23. To discuss with statutory auditors and internal auditors for any significant findings and follow up there on; and
24. To review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

The Committee met five times during the year, i.e., on April 20, 2022, July 19, 2022, October 20, 2022, December 15, 2022 and January 23, 2023. The maximum gap between two meetings was not more than one hundred and twenty days. Minutes of the Committee's meetings were placed before the Board for information at its subsequent quarterly meetings. All members were present at all the meetings. To ensure timely resolution of issues, decisions were also taken through circulation.

Details of attendance at the Committee meetings are given below:

Director	Designation / Nature of Directorship	No. of Meetings	
		Held	Attended
Mr. Sunirmal Talukdar	Chairman - Independent Director	5	5
Mr. Bharat V. Patel	Member - Independent Director	5	5
Mr. Pranabh D. Mody	Member - Non-Executive Director	5	5

Chairman & Managing Director, Chief Executive Officer, Chief Financial Officer, Statutory Auditors and Internal Auditors of the Company are permanent invitees to the Audit Committee meetings.

Company Secretary acts as the Secretary to the Committee.

### (b) Corporate Social Responsibility Committee

Mr. Rajiv C. Mody is the Chairman of the Committee. Mr. Sanjay M. Shah and Mr. Pranabh D. Mody are the members of the Committee.

The objective and responsibilities of the Committee including its terms of reference are as follows:

1. To formulate, recommend to the Board and monitor implementation of Corporate Social Responsibility (CSR) Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in Schedule VII of the Act;



## Annexure to Board's Report (Contd.)

- To recommend the amount of expenditure to be incurred on the CSR activities undertaken as per Schedule VII of the Act;
- To formulate, recommend for approval of the Board and monitor the implementation of the CSR Annual Action Plan, in accordance with the Company's CSR Policy and provisions of the Act.
- To review the impact assessment reports, if applicable and recommend to the Board.
- To ensure an increased commitment at all levels in the organization, to operate business in an economically, socially & environmentally sustainable manner, while recognizing the interests of stakeholders.
- To monitor the administrative overheads arising out of CSR activities or projects or programs.
- To directly or indirectly take up programs that benefit the communities in & around its work centers and over a period of time, enhancing the quality of life & economic wellbeing of the local populace.
- To generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image as a corporate entity.

The CSR Policy is available on the Company's website [www.sasken.com/investors/corporate-governance](http://www.sasken.com/investors/corporate-governance).

The Committee met three times during the year, i.e., on September 12, 2022, December 16, 2022 and February 27, 2023. The minutes of the meetings were placed before the Board for its information at its subsequent quarterly meetings. Quorum was present at all the meetings. To ensure timely resolution of issues, decisions were also taken through circulation.

Details of attendance at the Committee meetings are given below:

Director	Designation / Nature of Directorship	No. of Meetings	
		Held	Attended
Mr. Rajiv C. Mody	Chairman - Executive Director	3	3
Mr. Pranabh D. Mody	Member - Non-Executive Director	3	2
Mr. Sanjay M. Shah	Member - Independent Director	3	3

Mr. Pranabh D. Mody was appointed as Member of the Committee effective June 1, 2022, in place of Ms. Neeta S. Revankar.

### (c) Nomination and Remuneration Committee

Mr. Bharat V. Patel is the Chairman of the Committee. Mr. Sunirmal Talukdar and Mr. Pranabh D. Mody are the members of the Committee.

The objective and purpose of the Committee, including its terms of reference are as follows:

- To formulate the criteria for determining qualifications, positive attributes, independence of a director and evaluation of performance of Independent Directors and the Board.
- To oversee the identification of persons who are qualified to become a Director and who may be appointed in accordance with the criteria laid down in the Nomination & Remuneration Policy of the Company.
- To evaluate in appointment of an Independent Director, the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of role and capabilities required of an Independent Director. The person recommended to the Board for appointment as an Independent Director shall have the capabilities identified in such description.
- To recommend to the Board, appointment and removal of Director.
- To device a Policy on Board Diversity.
- To oversee familiarization programme for Directors.
- To recommend to the Board the extension or continuation of term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- To review the plan for succession planning including plans for interim succession in the event of an unexpected occurrence or a planned transition and recommend the same to the Board.
- To guide and review the remuneration of Directors, Key Managerial Personnel & Senior Management ensuring a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.
- To formulate and review Remuneration Policy of the Company including Sales Incentive Plan, Variable Pay, Restricted Stock Units / stock option plans, etc.
- To delegate such activities to the Managing Director / CEO as the Committee deems necessary and to review the actions taken by the person on such activities.

## Annexure to Board's Report (Contd.)

The Committee met three times during the year, i.e., on April 11, 2022 which was continued on May 26, 2022, July 14, 2022 and December 14, 2022. Minutes of the Committee's meetings were placed before the Board for its information at its subsequent quarterly meeting. All members were present at all the meetings. To ensure timely resolution of issues, decisions were also taken through circulation.

Details of the attendance at the Committee meetings are given below:

Director	Designation / Nature of Directorship	No. of Meetings	
		Held	Attended
Mr. Bharat V. Patel	Chairman - Independent Director	3	3
Mr. Pranabh D. Mody	Member - Non-Executive Director	3	3
Mr. Sunirmal Talukdar	Member - Independent Director	3	3

### (d) Stakeholders Relationship Committee

Mr. Sanjay M. Shah is the Chairman of the Committee. Mr. Rajiv C. Mody and Dr. G. Venkatesh are the members of the Committee.

The objectives and responsibilities of the Committee are as follows:

The Committee looks into various issues relating to Investor Grievances including transfer and transmission of shares, issue of duplicate share certificates, non-receipt of dividend / Annual Report, etc. To expedite transmission of shares in physical segment and issue of duplicate share certificates, authority has been delegated to the Company Secretary. The Committee reviews the measures taken for effective exercise of voting rights by shareholders and also oversee the statutory compliance relating to all securities including dividend payments and transfer of unclaimed amounts / shares to Investor Education and Protection Fund.

The Committee met once during the year on July 26, 2022 to deliberate on the aforesaid matters. Minutes of the Committee meeting was placed before the Board for its information at its subsequent meeting. All members were present at the meeting.

Details of the attendance at the Committee meeting are given below:

Director	Designation / Nature of Directorship	No. of Meetings	
		Held	Attended
Mr. Sanjay M. Shah	Chairman - Independent Director	1	1
Mr. Rajiv C. Mody	Member - Executive Director	1	1
Dr. G. Venkatesh	Member - Non-Executive Director	1	1

The shares of the Company are traded on the Stock Exchanges only in electronic form and automatically transferred on delivery in electronic form.

As on March 31, 2023, there were no shares pending for transfer. Details of number of shares transferred during the year, time taken for effecting transfers and number of complaints received, pending and resolved are given in the "General Shareholder Information" section of this Report.

Company Secretary acts as the Secretary to the Committee.

### (e) Risk Management Committee

Mr. Pranabh D. Mody is the Chairman of the Committee. Dr. G. Venkatesh and Ms. Madhu Khatri are the members of the Committee.

Mr. B. Ramkumar, Mr. Sunil K. Dath, and Mr. Anees Ahmed Haidary are part of the Internal Risk Management Team and assisting the said Committee. Mr. B. Ramkumar is the Chief Risk Officer and also one of the Key Managerial Personnel of the Company.

The terms of reference of the Committee are as follows:

1. To identify internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, Environmental, Social and Governance related risks), information, cyber security risks or any other risk as may be determined by the Committee including other elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.
2. To take adequate measures for risk mitigation including systems and processes for internal control of identified risks.
3. To ensure that the Business Continuity Plan is in place.
4. To ensure that appropriate methodology, processes, and systems are in place to monitor and evaluate risks associated with the business of the Company;
5. To monitor and oversee implementation of the Risk Management Policy (RMP), including evaluating the adequacy of risk management systems;

## Annexure to Board's Report (Contd.)

6. To periodically review the RMP, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
7. To keep the Board informed about the nature and content of its discussions, recommendations, and actions to be taken;
8. To review the appointment, removal, and terms of remuneration of the Chief Risk Officer, if any.
9. To coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the Board.

The Committee met twice during the year on May 24, 2022 and November 21, 2022 to deliberate on the aforesaid matters. The gap between the two meetings was not more than one hundred and eighty days. Minutes of the Committee meetings were placed at the subsequent quarterly meeting of the Board for its information. All members were present at the meeting.

Details of the Committee membership and attendance are given below:

Director	Designation / Nature of Directorship	No. of Meetings	
		Held	Attended
Mr. Pranabh D. Mody	Chairman - Non-Executive Director	2	2
Ms. Madhu Khatri	Member - Independent Director	2	2
Dr. G. Venkatesh	Member - Non-Executive Director	2	2

During the year, your Company had received a notice dated November 19, 2022 from BSE Limited and National Stock Exchange of India Limited in relation to composition of Risk Management Committee (RMC) not being as per Listing Regulations and another notice on November 21, 2022 for levying penalty.

We have submitted our response to Stock Exchanges on November 21, 2022 clarifying the composition of the Committee and its compliance. After perusing our submissions, stock exchanges reversed the fine.

### (f) Sexual Harassment Redressal Committee

Your Company upholds to provide equal opportunity to all and has always provided a safe and conducive work environment to all its employees. A gender-neutral policy on the prevention of sexual harassment is in place to provide a mechanism to make the workplace safe for all employees.

As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013, an Internal Committee (IC) has been constituted. The Committee serves to resolve employee grievances related to sexual harassment and any other form of harassment at the workplace. The Committee comprises of senior employees of the Company including representatives from HR, other locations, a counsellor and a chairperson.

The chairperson of the Committee is a woman employee holding a senior management position. The members of the Committee comprise of not less than 50% woman members. One member of the team always is from a third party such as an NGO or any other individual / body of social standing competent to deal with the issue of harassment.

The meetings are held as and when required and a minimum of 3 members are required to be present to discuss the issues tabled. Terms of reference are as follows:

1. To resolve employee grievances related to sexual harassment and any other forms of harassment at the workplace.
2. Assisting the aggrieved to get appropriate information, support, and assistance in resolving the grievance.
3. Preventing victimization for having raised a complaint or on account of being associated with a grievance.
4. Working towards closing the grievance as soon as possible after conducting the required inquiry and providing necessary resolution.

To sensitize the employees about the measures taken to ensure a safe workplace, the Company had conducted regular awareness sessions for leaders, managers, and all the employees through the IC and external consultant. Several formal training sessions and open awareness programs have been conducted in the year in consideration.

Apart from the above initiatives, any new entrant such as employees, contractors, trainees, and consultants working from our premises are mandated to go through the e-learning modules on addressing Sexual Harassment to build awareness and compliance. All employees, consultants, and contractors are mandated to go through Sexual Harassment e-learning sessions once a year. Training for contract staff has also been provided in vernacular language to ensure better understanding. The Committee members have been supported through training and participation in conferences held on the subject of Prevention of Sexual Harassment at the workplace. Awareness campaigns have been conducted round the year using electronic media at all our facilities.

Our Company would continue to ensure that all employees are treated equally and there is no discrimination or harassment of any nature at the workplace. Grievances received during the year were addressed appropriately by the IC.

## Annexure to Board's Report (Contd.)

### A. Annual General Meeting

Details of last three AGMs of the Company are given below:

Financial Year	Date	Time	Venue
2022	July 20, 2022	10.00 a.m.	Registered Office of the Company
2021	July 21, 2021		
2020	July 29, 2020		

AGMs were held through video conferencing mode in compliance with Ministry of Corporate Affairs and SEBI notifications / circulars.

### B. Extraordinary General Meeting

No Extraordinary General Meeting of the shareholders was held during the year 2022-23.

### C. Special Resolutions

Special resolutions were passed for the following events:

1. March 21, 2023 - For appointment of Mr. Raja Ramana Macha and Mr. Sunil Sachan by way of Postal Ballot for a period of up to 5 years.
2. July 20, 2022 - For appointment of Mr. Som Mittal as an Independent Director at the 34<sup>th</sup> AGM for a period of up to five years.
3. July 21, 2021 - For re-appointment of Mr. Sunirmal Talukdar as an Independent Director at the 33<sup>rd</sup> AGM for a period of up to five years.

No Special Resolution was passed at the 32<sup>nd</sup> AGM held on July 29, 2020.

### D. Postal Ballot and its procedure

During the year under review, Company had sought approval of the Members by way of Special Resolutions through Postal Ballot for the following items:

1. Appointment of Mr. Raja Ramana Macha (DIN: 06904402) as an Independent Director; and
2. Appointment of Mr. Sunil Sachan (DIN: 09849981) as an Independent Director.

Mr. Gopalakrishnaraj H H, Practicing Company Secretary was appointed as the Scrutinizer for conducting the Postal Ballot in a fair and transparent manner in accordance with the Act and the Companies (Management and Administration) Rules, 2014 (Management Rules) made thereunder.

Postal Ballot was conducted in accordance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Management Rules, Regulation 44 of the Listing Regulations and General Circular No. 11/2022 dated December 28, 2022 read with General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 together with other relevant circulars issued by the Ministry of Corporate Affairs (MCA Circulars). The Postal Ballot notice were sent to the shareholders in electronic form to the email addresses registered with the Depository / Company's Registrar and Transfer Agent (RTA) on February 13, 2023.

The Company also published a notice in the newspaper declaring the details of completion of dispatch through electronic mode and giving an opportunity to those Members who have not registered their e-mail IDs for registering their e-mail IDs in order to obtain the electronic copies of the Notice. Pursuant to MCA circulars, physical copies of the Postal Ballot notice were not sent to the members.

Members were requested to provide their assent or dissent through remote e-voting only. The Company availed the services of National Securities Depository Limited (NSDL) for providing remote e-voting facility.

After completion of scrutiny of e-voting, the scrutinizer submitted his report to the Chairman, and the consolidated results of the voting were announced by the Chairman / authorized officer on March 21, 2023. The results were displayed on Company's website i.e. [www.sasken.com](http://www.sasken.com), on RTA's website i.e., [evoting.kfintech.com](http://evoting.kfintech.com) and communicated to the stock exchanges.

#### Details of voting:

Sl. No.	Resolution	Number of votes polled	Number of votes cast in favour	% votes cast in favour	Number of votes cast against	% votes cast against
1	Appointment of Mr. Raja Ramana Macha as an Independent Director	65,69,861	65,67,413	99.96	2,448	0.04
2	Appointment of Mr. Sunil Sachan as an Independent Director	65,69,834	65,67,486	99.96	2,348	0.04



## Annexure to Board's Report (Contd.)

### Other Disclosures

#### 1. Reconciliation of Share Capital Audit

M/s. Savita Jyoti Associates, Practicing Company Secretaries carried out share capital audit at the end of each quarter to reconcile the (a) total admitted equity share capital with the NSDL and the Central Depository Services (India) Limited (CDSL); (b) total issued; and (c) listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

#### 2. CEO and CFO Certification

The Certificate by the Chief Executive Officer and the Chief Financial Officer of the Company on the financial statements for FY 2022-23, as stipulated in Regulation 17(8) of the Listing Regulations was placed before the Board.

#### 3. Related Party Transactions

The details of Related Party Transactions during the financial year with (a) wholly owned subsidiaries, entered by the Company, which are exempted from seeking approval of Audit Committee; and (b) other related party transactions, were placed before the said Committee.

There have been no materially significant relates party transactions that may have potential conflict with the interests of the Company.

Since there have been no materially significant contracts / arrangements / transactions with related parties, disclosure under Form AOC-2 is not applicable.

4. There are no non-compliance by the Company, penalties, strictures imposed and / or outstanding on the Company by Stock Exchanges or SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.
5. Your Company has complied with the requirements of the Stock Exchanges and SEBI on matters relating to Capital Markets, as applicable from time to time.
6. Your Company has a vigil mechanism / whistle blower policy in place since June 2004 and is revised from time to time incorporating regulatory changes. The said mechanism / policy is available on the Company's website [www.sasken.com/investors/corporate-governance](http://www.sasken.com/investors/corporate-governance). We confirm that no employee of your Company has been denied access to the Audit Committee in respect of any incident covered by the vigil mechanism / whistle blower policy.
7. The terms and conditions of appointment of independent directors are disclosed on your Company's website [www.sasken.com/investors/corporate-governance](http://www.sasken.com/investors/corporate-governance).
8. Your Company has complied with items C & E of discretionary requirements specified in Part E of Schedule II of Listing Regulations.

#### Means of communication

Following information as required under regulatory provisions of the Listing Regulations is displayed at Company's website [www.sasken.com](http://www.sasken.com) from time to time:

1. Details of business;
2. Code of conduct of Board of Directors, KMP and Senior Management Personnel;
3. Details of establishment of vigil mechanism / whistle blower policy;
4. Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year;
5. Company presentations;
6. Shareholding Pattern;
7. Annual Report;
8. Change in Directors;
9. Relevant Press Releases;
10. Investor Education and Protection Fund (IEPF) – Details of unclaimed dividend / shares to be transferred to IEPF and other related information.
11. Announcements, Notice and outcome of the Board Meeting, advertisements, etc.
12. Such other information as required under various regulatory provisions.

## Annexure to Board's Report (Contd.)

The quarterly audited financial results are published in The Hindu Business Line (National daily) and in Kannada Prabha (Kannada daily). The last four quarterly results were published in the above dailies on April 22, 2022, July 21, 2022, October 22, 2022 and January 25, 2023.

All material information about your Company is promptly uploaded on [www.sasken.com](http://www.sasken.com), communicated to Stock Exchanges where your Company's shares are listed and released to wire services and the Press as information to public at large. The Stock Exchanges disseminate our communication on their websites, viz. [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

Bengaluru  
May 2, 2023

Rajiv C. Mody  
Chairman & Managing Director

### Code of Conduct

Members of the Board and Senior Management Personnel have affirmed compliance with your Company's Code of Conduct in respect of the financial year 2022-23.

Abhijit Kabra  
Chief Executive Officer

### GENERAL SHAREHOLDER INFORMATION

#### Forthcoming Annual General Meeting

35<sup>th</sup> Annual General Meeting (AGM) of your Company will be held on Wednesday, July 26, 2023, at 10.00 am through Video Conferencing / Other Audio-Visual Means (VC).

As required under Regulation 36(3) of the Listing Regulations, particulars of the Director being re-appointed at the forthcoming AGM is given in the Explanatory Statement to the AGM Notice.

For the financial year 2023-24, the tentative dates of announcement of financial results and AGM are as follows:

- First Quarter – Wednesday, July 26, 2023
- Second Quarter – Friday, October 20, 2023
- Third Quarter – Tuesday, January 23, 2024
- Fourth Quarter – Wednesday, April 24, 2024
- Date of 36<sup>th</sup> AGM – Wednesday, July 24, 2024

#### Financial Year of the Company

Your Company follows the period of April 1 to March 31, as the financial year.

#### Book closure date

Saturday, July 22, 2023, for determining the list of shareholders who are eligible for final dividend on Equity shares, if declared at the AGM.

#### Dividend disbursement date

The final dividend, if approved shall be paid / credited on or before Friday, August 18, 2023.

#### Listing on Stock Exchanges

Your Company's Equity shares are listed on the following Stock Exchanges:

- BSE Limited (BSE): Scrip Code 532663  
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001.
- National Stock Exchange of India Limited (NSE): Scrip Code SASKEN  
Exchange Plaza, C-1, Block – G, Bandra Kurla Complex, Bandra (E), Mumbai 400 051.

**ISIN:** INE231F01020

**Corporate Identity Number (CIN):** L72100KA1989PLC014226

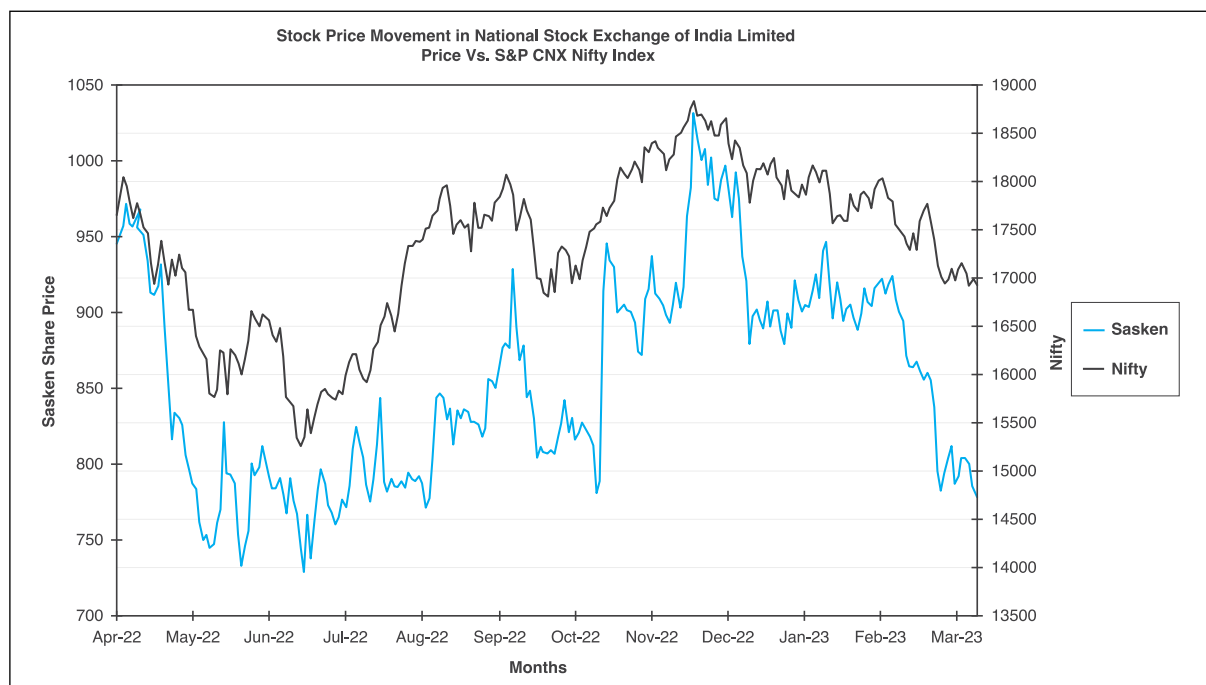
Listing fees for the year 2023-24 have been paid to both the Stock Exchanges.

## Annexure to Board's Report (Contd.)

### Stock Market Data

Monthly high and low stock quotations during the financial year 2022-23 and performance in comparison to broad based indices are given below:

Financial Year	Price @ NSE during each month (In ₹)		CNX Nifty Index during each month		Price @ BSE during each month (In ₹)		S&P BSE Sensitive Index (SENSEX) during each month	
Month	High	Low	High	Low	High	Low	High	Low
Apr-2022	918.13	931.40	17,526.44	17,313.82	932.00	901.50	58,538.37	57,822.59
May-2022	776.84	793.35	16,414.26	16,161.82	792.53	758.99	54,906.53	54,077.09
Jun-2022	780.66	793.70	16,041.58	15,837.19	794.63	768.30	53,841.84	53,155.79
Jul-2022	790.45	804.66	16,358.34	16,190.05	806.33	781.37	54,892.31	54,325.28
Aug-2022	812.19	828.71	17,647.64	17,459.26	826.99	803.69	59,230.22	58,585.12
Sep-2022	851.83	866.75	17,666.45	17,454.95	863.34	836.57	59,252.52	58,539.75
Oct-2022	845.96	861.04	17,487.69	17,325.10	861.64	832.16	58,897.83	58,349.44
Nov-2022	910.65	925.30	18,367.50	18,226.05	926.14	895.53	61,828.47	61,339.55
Dec-2022	964.10	977.73	18,478.20	18,296.13	976.45	946.13	62,080.94	61,477.18
Jan-2023	906.70	922.48	18,069.93	17,875.02	921.58	895.43	60,733.03	60,074.99
Feb-2023	918.80	895.97	17,833.79	17,644.89	917.33	894.25	60,666.16	60,032.23
Mar-2023	827.74	807.71	17,328.55	17,142.44	827.52	807.73	58,859.27	58,213.13





## Annexure to Board's Report (Contd.)

### Details for correspondence

Company	Registrar and Transfer Agent (RTA) (Relating to share certificates, dividend, change of address, transfer of shares, unclaimed dividend, etc.)
Company Secretary and Compliance Officer, Sasken Technologies Limited, 139/25, Ring Road, Domlur, Bengaluru – 560 071. Tel: + 91 80 6694 3000; Email: <a href="mailto:investor@sasken.com">investor@sasken.com</a> ; <a href="mailto:cosec@sasken.com">cosec@sasken.com</a>	Kfin Technologies Limited, Selenium Building, Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032. Toll Free No.: 1-800-309-4001; Fax: +91 40 2300 1153; Contact Person: Mr. Ganesh Chandra Patro, Asst. Vice President Email: <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a>

### Office Location

Location of Company's offices are given on the inside cover page of this Annual Report and is also available on your Company's website.

### Distribution of Shareholding as at March 31, 2023

No. of Equity shares held	No. of shareholders	% of shareholders	No. of shares held	% of shareholding
1 – 5,000	28,783	99.44	27,75,409	18.44
5,001 – 10,000	60	0.21	4,26,598	2.83
10,001 – 20,000	46	0.16	6,34,549	4.22
20,001 – 30,000	15	0.05	3,76,004	2.50
30,001 – 40,000	3	0.01	98,380	0.65
40,001 – 50,000	4	0.01	1,85,097	1.23
50,001 – 1,00,000	8	0.03	5,13,119	3.41
1,00,001 & above	25	0.09	1,00,41,715	66.72
<b>Total</b>	<b>28,944</b>	<b>100.00</b>	<b>1,50,50,871</b>	<b>100.00</b>

### Shareholding Pattern as at March 31, 2023

Category	No. of shares	% of shareholding
Promoters & Promoter Group	65,28,909	43.38
<b>Public Shareholding:</b>		
Financial Institutions / Banks / NBFCs / Clearing Members & Mutual Funds	2,432	0.02
Foreign Portfolio Investors	28,02,170	18.62
Bodies Corporate	3,90,134	2.59
Trust	182	0.00
Non-Resident Indians / Foreign Nationals	6,40,944	4.26
Directors & Relatives (other than Promoter Directors)	1,69,053	1.12
Investor Education and Protection Fund (IEPF) Authority	26,282	0.17
Indian Public & others	44,90,765	29.84
<b>Non – Promoters &amp; Non-Public Shareholding</b>	-	-
<b>Total</b>	<b>1,50,50,871</b>	<b>100.00</b>

### Details of complaints

Description	Received	Cleared
Claiming of unclaimed dividend	15	15

## Annexure to Board's Report (Contd.)

### Details of Unclaimed Dividend and Shares transferred / to be transferred to IEPF

Pursuant to the Section 124 and 125 of the Companies Act, 2013 (Act) read with IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules), any dividend if not claimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is liable to be transferred to IEPF administered by the Central Government.

Further, all shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to Unpaid Dividend account shall also be transferred to IEPF Authority.

Company Secretary acts as the Nodal Officer of the Company.

### During FY23 & FY24

The unclaimed (a) final dividend 2014-15, (b) interim dividend 2015-16, and (c) 2<sup>nd</sup> Interim and Special Dividend 2015-16 have been transferred to IEPF within the statutory period.

Further, following 4,990 shares held under 86 Folios have been transferred to the designated IEPF Authority Demat Account held with CDSL during FY23 and FY24:

Shares held in	Number of Folios	Number of Shares
Physical	7	1,584
CDSL	21	844
NSDL	58	2,562
<b>Total</b>	<b>86</b>	<b>4,990</b>

Detailed description of shares transferred to IEPF along with procedure for claiming refund of shares and unclaimed dividend from the IEPF Authority is available on the website of your Company [www.sasken.com/investors](http://www.sasken.com/investors). Shareholders may also contact Company Secretary of the Company or RTA for knowing the procedure for claiming the same.

#### a) Unclaimed dividends

Shareholders who have not encashed dividends on or after Interim Dividend 2016-17 declared in November, 2016 may please submit details of such unclaimed dividend in the form available on your Company's website [www.sasken.com/investors](http://www.sasken.com/investors) and send it to the RTA along with the following documents for processing the said claim:

- 1) Self-attested copy of address ID proof viz. Aadhaar card / Passport / Driving License / Bank Passbook (if it is a Passbook, please ensure that your photograph is affixed, name and address is clearly mentioned on it and duly certified by the issuing Bank). In case of physical shareholders, same should be accompanied with relevant ISR Forms as detailed below;
- 2) Self-attested copy of PAN card;
- 3) Cancelled cheque leaf with your name printed on the face of cheque or Bank Passbook (with details as mentioned in point(1) above);

#### b) Shares pertaining to unclaimed dividend account

Shares of which dividend amounts have remained unclaimed from Interim Dividend 2016-17 onwards for seven (7) consecutive years or more will be transferred to IEPF.

Details of such shareholders and shares due for transfer to IEPF are available on your Company's website [www.sasken.com/investors](http://www.sasken.com/investors).

Your Company will be (a) communicating details thereof to the concerned shareholders individually whose shares are liable to be transferred to IEPF for taking appropriate actions; (b) publishing a notice in a national and vernacular daily newspaper; and (c) uploading the details of such shareholders on the website of the Company.

### Other information useful for Shareholders

- a) SEBI vide its circular dated March 16, 2023, mandated the shareholders holding shares in physical form to update KYC details viz. PAN, bank account, communication and nomination and also to ensure that holder's PAN is linked with Aadhaar as per the date specified by the Central Board of Direct Taxes. In case KYC details are not updated or PAN is not linked with Aadhaar within specified time, RTA will freeze the holdings held under such Folio.
- b) Your Company had sent emails / letters on April 6, 2021, September 29, 2021, November 15, 2021, January 17, 2022, February 15, 2022, August 13, 2022 and January 4, 2023 to the shareholders holding shares in physical form providing the process for updation of KYC details and the forms to be used for the same. The concerned shareholders are requested to verify the details and if not updated, send the requisite details with supporting documents, to our RTA in the following prescribed Forms:

## Annexure to Board's Report (Contd.)

Sl. No.	Particulars	Please furnish details in Form No.
1	PAN#, Address, Email address, Mobile Number, Demat account details, Bank account details, Updation of specimen signature	ISR-1 along with ISR 2
2	Nomination details**	SH-13
3	Declaration to opt out of nomination**	ISR-3

# Mandatory \*\*In case you are opting out for giving nomination, details submit ISR-3 instead of SH-13.

Shareholders holding shares in electronic form are requested to update their email address, phone number and address for correspondence with their respective Depository Participants (DPs).

- Shareholding of shareholders holiday shares in physical form shall be frozen if the requisite KYC details were not updated by October 1, 2023 and such holders will not be eligible:
  - i. to lodge grievance or avail any service request; and
  - ii. for receipt of dividend in physical mode.
- As mandated by SEBI vide its circular dated January 25, 2022, shareholders are requested to submit Form ISR-4 along with the relevant documents for requests pertaining to issue of duplicate share certificate, transmission and transposition, endorsement, sub-division / splitting, consolidation and claiming shares, if any, transferred to unclaimed suspense account of the Company for verification and if in order, processing the same.

SEBI notification and the forms can be downloaded from the website of the Company ([www.sasken.com/investors](http://www.sasken.com/investors)) / RTA ([www.kfintech.com](http://www.kfintech.com)).

- c) For updation of KYC and nomination details by the holders of physical securities, the aforesaid forms along with the supporting documents are required to be submitted to our RTA.
- d) Shareholders holding shares in electronic form are requested to send their instructions regarding updation of PAN, change / update of name, address, bank details, nomination, email address, phone number, etc. directly to their DP as the same are maintained by them.
- e) As mandated by the Listing Regulations, your Company has designated [investor@sasken.com](mailto:investor@sasken.com) as the exclusive Email ID for redressal of investor complaints. Investors are urged to make use of this facility.
- f) Shareholders may note that as per the requirement of Regulation 40(9) of the Listing Regulations, your Company has obtained certificate from Practicing Company Secretary for due compliance of share transfer formalities and filed the same with the Stock Exchanges.
- g) As mandated by the Listing Regulations, request for effecting transfer of shares of the Company shall not be processed unless the shares are held in dematerialized form with a depository, except in case of transmission and transposition of shares.

### Procedure for claiming refund of unclaimed dividend and shares transferred to IEPF Authority by the Company:

Once unclaimed dividends and shares pertaining thereto are transferred by the Company to the IEPF Authority, shareholders may still claim refund of unclaimed dividends and shares from IEPF by making an application to them in E-Form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The provisions of the Act relating to IEPF, IEPF Rules and notifications are available on the Company's website and also on the aforesaid website of IEPF.

### Dematerialization of shares and liquidity

Equity shares of your Company can be traded on Stock Exchanges only in dematerialized form. As of March 31, 2023, about 99% of the shares of your Company are held in dematerialized form. Considering the advantages of scripless trading including enhanced marketability of shares, shareholders holding shares in physical form are requested to dematerialize their shareholding and update their KYC with respective DPs to enable us to serve and communicate better.

Dematerialization requests, if any, duly completed in all respects are normally processed within 7 working days from the date of their receipt.

### Outstanding GDRs / ADRs / Warrants / Convertible Instruments

Your Company has not issued GDRs or ADRs. There are no outstanding warrants or any convertible instruments.

### Commodity price risk or foreign exchange risk and hedging activities

Your Company does not deal in commodities and hence no disclosure is made.

The information pertaining to foreign exchange risk and hedging activities are given under Management Discussion and Analysis Report.

## Annexure to Board's Report (Contd.)

### Credit Ratings

Your Company is a debt free Company. For the purposes of short-term non-fund based limits with banks, ICRA has accorded the credit rating of ICRA A1+.

### National Automated Clearing House / Mandates / Bank Details

Reserve Bank of India has introduced National Automated Clearing House through which the Banks are able to make the dividend pay-out almost instantly into the bank account of shareholders. Shareholders are requested to update their banking account number with RTA (for shares held in physical form) or to their respective DPs (for shares held in electronic form), so that the dividends when declared and paid by the Company will be directly credited to their account. This will mitigate the chances of possible delays / loss in transit while sending the dividend warrant / cheques by post.

### General

- a) Non-resident shareholders are requested to notify at the earliest:
  - Change in their residential status on return to India for permanent settlement;
  - Particulars of their NRE Bank Account with a bank in India, if not furnished earlier;
  - Email address, if any, to the Company / RTA.
- b) In case of loss / misplacement of share certificates, shareholders should immediately lodge an FIR / complaint with the police and inform the Company / RTA along with a copy of FIR / an acknowledged copy of complaint seeking the formalities to be complied with for issuance of duplicate share certificate.
- c) Shareholder(s) of the Company who have multiple accounts in identical name(s) or holding more than one Share Certificate in the same name under different Ledger Folio(s) are requested to write to the Company for consolidation of such Folio(s) with the relevant share certificates. As this would facilitate ease of tracking of all corporate benefits on the shares and would reduce time and efforts required to monitor multiple folios / demat accounts.
- d) Some of the shareholders have not yet exchanged their old share certificates for the new ones, necessitated on the consolidation of share capital processed by the Company in July 2004 (i.e., consolidation of two old shares of ₹ 5 each into one new share of ₹ 10). Such holders are advised to send the old share certificates immediately to the Company so that new share certificates can be sent. Please contact us at [investor@sasken.com](mailto:investor@sasken.com) or [cosec@sasken.com](mailto:cosec@sasken.com) for any assistance required in this behalf or for dematerialization of shares. It is needless to mention that the old share certificate(s) cannot be submitted for dematerialization.
- e) Shareholders are informed that as per MCA and SEBI circulars, a notice may be sent through email as a text or as an attachment thereto or as a notification providing electronic link or Uniform Resource Locator (URL) for accessing such notice. All future communication of the Company to shareholders who have registered their email IDs with their DPs or Company will be sent only by way of email. Shareholders are requested to check their emails at regular intervals. Such communication will also be made available on the Company's website [www.sasken.com](http://www.sasken.com).
- f) Shareholders are also informed that under the Act, the Company's obligation shall be satisfied when it transmits the email, and the Company shall not be held responsible for a failure in transmission beyond its control. If a shareholder entitled to receive notice fails to provide or update relevant email address to the Company or DP as the case may be, the Company shall not be in default for not delivering notice via email.
- g) We solicit suggestions for improving our investor services.
- h) Important Information

Shareholders may note that the Income-tax Act, 1961, (the IT Act) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. To enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN and linked to their Folio	10%* or as notified by the Government of India (GoI)
Shareholders not having PAN / valid PAN or it is not linked to their Folio	20% or as notified by the GoI

\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.



## Annexure to Board's Report (Contd.)

*\* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.*

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2023-24 does not exceed ₹ 5,000, and in cases where shareholders provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for shareholders providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%\*\* (plus applicable surcharge and cess) or as notified by the GoI on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholder(s) or details as prescribed under Rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholder(s).

Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Taxes [Notification can be read under [incometaxindia.gov.in](http://incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at [www.incometax.gov.in/iec/foportal](http://www.incometax.gov.in/iec/foportal) (deferred till September 30, 2023, and option of manual filing of Form 10F is available).

Self-declaration by the shareholder(s) of having no permanent establishment in India in accordance with the applicable tax treaty.

Self-declaration of beneficial ownership by the non-resident shareholder(s).

Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholder(s).

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of above documents, if applicable.

*\*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.*

The aforementioned documents to be sent to the Company at [investor@sasken.com](mailto:investor@sasken.com) on or before July 22, 2023. No communication would be accepted from shareholders after July 22, 2023, regarding tax-withholding matters. Shareholders may write to [investor@sasken.com](mailto:investor@sasken.com) for any clarifications on this subject. TDS certificates in respect of tax deducted, if any, will be sent to the shareholders on their registered mail ID and may also be requested by writing to the Company at [investor@sasken.com](mailto:investor@sasken.com). Shareholders can also check their tax credit in Form 26AS from the e-filing account at [www.incometax.gov.in/iec/foportal](http://www.incometax.gov.in/iec/foportal) or "View Your Tax Credit" on [www.tdscpc.gov.in](http://www.tdscpc.gov.in).

## CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To

The Members of

**Sasken Technologies Limited**

I have examined all the relevant records of Sasken Technologies Limited ('the Company') for the purpose of certifying compliance of conditions of Corporate Governance as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the period from April 1, 2022 to March 31, 2023. I have obtained all the information and explanations which to the best of my knowledge and belief were necessary for the purposes of certification.

The compliance of conditions of Corporate Governance is the responsibility of the management of the Company. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I Certify that the Company has complied with the conditions of Corporate Governance as stipulated in:

- Regulations 17 to 27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedule V of the Listing Regulations.
- Paragraphs C and E of Discretionary requirements specified in Part E of Schedule II of the Listing Regulations.

I Further State that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Bengaluru

Date: May 2, 2023

UDIN:F004078E000235342

**RAJSHEKAR**

Practicing Company Secretary

FCS 4078, CP No. 2468

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

### Section A: General Disclosures

#### I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Company	L72100KA1989PLC014226
2. Name of the Company	Sasken Technologies Limited
3. Year of Incorporation	February 13, 1989
4. Registered office address	139/25, Ring Road, Domlur, Bengaluru 560071, India.
5. Corporate office address	139/25, Ring Road, Domlur, Bengaluru 560071, India.
6. Email	<a href="mailto:esg@sasken.com">esg@sasken.com</a>
7. Telephone	+ 91 80 6694 3000
8. Website	<a href="http://www.sasken.com">www.sasken.com</a>
9. Financial year for which reporting is being done	2022-23 (April 1, 2022 to March 31, 2023)
10. Name of the Stock Exchange(s) where shares are listed	<ul style="list-style-type: none"> <li>▪ BSE Limited (BSE)</li> <li>▪ National Stock Exchange of India Limited (NSE)</li> </ul>
11. Paid-up Capital (In ₹)	₹ 1,505.09 lakhs
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	B. Ramkumar Chief Risk Officer + 91 80 6694 3000 Email ID: <a href="mailto:esg@sasken.com">esg@sasken.com</a>
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together?)	The disclosure made under this report are on a Standalone basis viz. Sasken Technologies Limited.

#### II. Products/Services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of turnover of the entity
1	Information Technology - Software Services	Software Services	100% ₹ 35,096.95 lakhs

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1	Information Technology	620	100%

#### III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	NA	4	4
International	NA	3	3

17. Markets served by the Entity:

a. Number of locations:

Locations	Number
National (No. of states)	4
International (No. of countries)	10

b. What is the contribution of exports as a percentage of the total turnover of the entity?

About 61% of the sales are for overseas customers and the services are either exported or work rendered onsite.

c. A brief on types of customers:

Our esteemed customers are from the range of diversified industry sectors across the globe including North America, UK, Europe and Asia Pacific. To know more about our customers and the segments we serve, please visit [www.sasken.com](http://www.sasken.com).

## Annexure to Board's Report (Contd.)

### IV. Employees

#### 18. Details as at the end of Financial Year

##### a. Employees (including differently abled)\*:

S. No.	Particulars	Total (A)	Male		Female	
			Number (B)	% (B/A)	Number (C)	% (C/A)
EMPLOYEES						
1	Permanent (D)	1,429	956	66.90%	473	33.10%
2	Other than Permanent (E)	62 <sup>#</sup>	50	80.65%	12	19.35%
3	Total Employees (D+E)	1,491	1,006	67.47%	485	32.53%

\*The entire workforce of Sasken is categorized as 'Employees' and none as 'Workers'. Therefore, the information required in all sections in the 'Workers' category is not applicable to the Company & consequentially no disclosures are made.

<sup>#</sup> Other than Permanent (E) - includes contractors:38, consultants: 23 and trainee: 1.

##### b. Differently abled Employees:

S. No.	Particulars	Total (A)	Male		Female	
			Number (B)	% (B/A)	Number (C)	% (C/A)
DIFFERENTLY ABLED EMPLOYEES						
1	Permanent (D)	6	3	50.00%	3	50.00%
2	Other than Permanent (E)	2	2	100.00%	0	0.00%
3	Total Employees (D+E)	8	5	62.50%	3	37.50%

#### 19. Participation / Inclusion / Representation of women

	Total (A)	No. and percentage of Females	
		Number (B)	% (B/A)
Board of Directors	<b>10*</b>	<b>1*</b>	<b>10%</b>
Key Managerial Personnel (KMP)	<b>5**</b>	<b>0</b>	<b>-</b>

\*One of the Directors who was Whole Time Director and Chief Financial Officer of the Company stepped down effective 30<sup>th</sup> June 2022 and hence not included herein.

\*\* Chairman and Managing Directors is also included herein.

#### 20. Turnover rate for permanent employees (Disclose trends for the past 3 years)

	FY 2023 (Turnover rate)			FY 2022 (Turnover rate)			FY 2021 (Turnover rate)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	24.57%	27.33%	25.44%	36.17%	37.15%	36.48%	22.72%	18.41%	21.43%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA



## Annexure to Board's Report (Contd.)

### V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Name of the holding/subsidiary/associate companies/joint ventures.

These entities participate in the initiatives to the extent it is required in the jurisdiction they operate.

S. No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / Subsidiary / Associate / Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Sasken Finland Oy, Finland	Wholly owned subsidiary	100%	No
2.	Sasken Inc., USA	Wholly owned subsidiary	100%	No
3.	Sasken Communication Technologies Mexico S.A. de C.V.	Wholly owned subsidiary	100%	No
4.	TACO Sasken Automotive Electronics Limited	Joint Venture (Under Liquidation)	50%	No
5.	Sasken Foundation	Associate	NA	Yes ^
6.	Sasken Employees Welfare Trust	Associate	NA	No

Note: PF, Gratuity and Superannuation funds are managed by trusts set up by the Company. The applicable accounting standards do not mandate consolidation for financial reporting, and therefore not included herein.

^ Trust incorporated under the applicable Act, participates in the CSR initiatives of the parent entity.

### VI. CSR Details

22. (i) Whether CSR is applicable as per Section 135 of the Companies Act, 2013: Yes  
(ii) Turnover (in ₹) 35,096.95 lakhs  
(iii) Net worth (in ₹) 71,809.57 lakhs

### VII. Transparency and Disclosure Compliances

23. Complaints/Grievances on any of the principles under the National Guidelines on Responsible Business Conduct

Stakeholder Group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy)	FY 2023			FY 2022		
		No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks	No. of complaints filed during the year	No. of complaints pending resolution at close of the year	Remarks
Communities	Yes <a href="http://www.sasken.com/investors/corporate-governance">www.sasken.com/investors/corporate-governance</a>	-	-	-	-	-	-
Shareholders		15	-	NA	40	-	NA
Employees and Workers		1	-	NA	-	-	NA
Customers		-	-	NA	-	-	NA
Value Chain Partners		-	-	-	-	-	-
Investors (other than Shareholders)	NA	NA	NA	NA	NA	NA	NA

## Annexure to Board's Report (Contd.)

### 24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Demand and Supply Management	Both an Opportunity and a risk	<ul style="list-style-type: none"> <li>▪ <b>Opportunity:</b> A qualified customer demand based on healthy supply always provides an opportunity and edge to serve customer needs and enable long term business relationship with existing and new customers. At Sasken, the supply channels include following: <ul style="list-style-type: none"> <li>o The Internal Resourcing Team on an on-going basis manages Growth Pool (Bench) consisting of new hires, skilled engineers coming from various existing customer programs, either upon completion of a project, or rotation for newer customer opportunities.</li> <li>o External Hiring is being done either to hunt for niche skills unavailable in the existing pool of engineers or being hired for strategic needs. Unique methods of attracting talent are being executed, like campus hires, encourage home coming of ex-Saskenians, through Employee referrals from existing employees, sourcing through network of Leaders using professional social media network like LinkedIn has been giving us good results.</li> <li>o Together these help us fulfil Demands from customers. The organized planning ensures timelines are met, and application of key qualification criteria for ensuring available engineers in the Pool for timely closure of customer opportunities to 'won' stage.</li> <li>o Developing in-house capabilities to train fresh engineers, allows us edge on making talent available on time for various customer needs in Product Engineering and Digital areas.</li> </ul> </li> <li>▪ <b>Risk:</b> <ul style="list-style-type: none"> <li>o The unavailability of talent, either in internal pool or external market, or exorbitant salaries in niche skills poses challenges to fulfil various customer opportunities.</li> <li>o Prevalence of high attrition in the tech industry is another challenge to deal with.</li> </ul> </li> <li>▪ Mismatch in Demand and Supply leads to challenges in meeting either of the same, thereby impacting the topline.</li> </ul>	<p>Approach to mitigate risk with respect to availability of Talent:</p> <ul style="list-style-type: none"> <li>▪ Retain right set of people in existing programs and rotate others to seed new customer opportunities, thereby eliminating the wait from external hiring.</li> <li>▪ Cross-upskill engineers in pool to cater to various demands in niche skills on continual basis.</li> <li>▪ Develop capability of fresh engineers from college to ensure we meet supply requirements at the bottom of the workforce pyramid, with these rigorously trained engineers, producing a world class talent for our business needs.</li> </ul> <p>Efforts on retaining key talent, and diversifying the work across various locations, provides advantage both to employees as well as the Company in ensuring that we fulfill their career progression needs on one end, and meet business demands on the other end. Non-availability of trained and capable resources may lead to loss of business, inability to service the customers, high cost of recruiting and therefore dilution in margins.</p>	<b>Positive:</b> The threat has a potential to be converted into an opportunity and thereby paving way for growth.

## Annexure to Board's Report (Contd.)

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2	Cyber Vulnerability and Threats	Risk	<p>Cyber security threats is a major risk for any organization because of the increasing frequency, sophistication, and impact of cyber-attacks. A successful cyber-attack can result in loss of sensitive data, financial losses, damage to organization's reputation, and legal liabilities. With more organizations relying on digital technologies, the potential attack surface for cyber criminals continues to grow, making it crucial for organizations to take proactive measures to prevent, detect, and respond to cyber threats. Hence at Sasken we have taken up this as one of the Major Risks.</p>	<p>At Sasken, we have put in practice to mitigate cyber security risks by implementing a comprehensive cyber security program that includes the following:</p> <ol style="list-style-type: none"> <li>1. Conducting regular security risk assessments to identify potential vulnerabilities and threats.</li> <li>2. Implementing security policies and procedures that are enforced and regularly updated.</li> <li>3. Providing security awareness training to employees to educate them about cyber security best practices and how to identify and respond to security incidents.</li> <li>4. Deploying security technologies such as firewalls, intrusion detection and prevention systems, and anti-virus/anti-malware software.</li> <li>5. Monitoring and logging all network activity to detect and respond to potential security incidents.</li> <li>6. Conducting regular security testing and assessments to identify and address vulnerabilities.</li> <li>7. Developing an incident response plan to ensure a timely and effective response to security incidents.</li> <li>8. Regularly reviewing and updating the cyber security program to ensure it remains effective and aligned with the organization's business objectives and changing threat landscape.</li> </ol> <p>By implementing these measures, Sasken has tried to reduce the likelihood and impact of cyber security incidents.</p>	<p><b>Positive:</b> The robust mitigation plan comes with benefits. However, it may entail use of resources and expenditure, including suitable insurance covers, but that is the essential feature/cost of doing business.</p> <p><b>Data breaches:</b> Cyber-attacks can result in the loss, theft, or exposure of sensitive data, including personal information, financial data, and intellectual property.</p> <p><b>Financial losses:</b> Cyber-attacks can result in financial losses due to theft, fraud, or business interruption.</p> <p><b>Damage to reputation:</b> A data breach or cyber-attack can damage our reputations, leading to loss of customer trust and loyalty, and negative media attention.</p> <p><b>Legal liabilities:</b> Regulatory fines and legal claims may arise resulting from a data breach or other cyber-attacks.</p> <p><b>Business interruption:</b> Cyber-attacks can disrupt our operations, leading to downtime, lost productivity, and missed business opportunities.</p> <p><b>Intellectual property theft:</b> Cyber-attacks can result in the theft or compromise of our intellectual property, including trade secrets and proprietary information.</p> <p>Mitigation steps implemented by Sasken have ensured that so far, we have been able to predict and protect Sasken from external and internal Cyber threats listed herein above. However, this is an ongoing activity which needs to continuously be invested, implemented and monitored.</p>

## Annexure to Board's Report (Contd.)

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
3	Business Continuity & Disaster Management	Opportunity and Risk	<p>Changes in the geo-political situation, environmental degradation and climate changes pose challenges and can result in positive outcomes/opportunities and at the same time pose risks.</p> <p><b>Opportunity:</b></p> <ul style="list-style-type: none"> <li>The geo-political situation can potentially impact us in many ways, in addition to the disruption that has happened due to COVID. Delays in visa processing, movement restrictions between any two countries due to certain political developments, war like situation, increased tendency to retain jobs in home country, etc. have the potential to disrupt. Hiring locally and using the development centres outside the home country has helped us overcome some of these factors.</li> </ul> <p><b>Risks:</b></p> <ul style="list-style-type: none"> <li>Environmental degradation, and changes in climate resulting in extreme weather conditions can potentially pose risk to the physical assets and to the personal safety of our workforce. Multiple strategies and tactical steps are needed to manage this and if not managed correctly could lead to certain potential loss situations.</li> </ul>	<p>To manage environmental risk / climate change/extreme weather which could impact our people, organization, and in turn business also. We have adopted several strategies and taken tactical steps, including:</p> <ul style="list-style-type: none"> <li>- Conducting risk assessments to identify potential environmental and climate-related risks and vulnerabilities.</li> <li>- Developing and implementing emergency preparedness and response plans to mitigate the impacts of extreme weather conditions.</li> <li>- Investing in climate-resilient infrastructure, such as flood barriers and backup power systems, to protect physical assets.</li> <li>- Implementing sustainable business practices to reduce the organization's environmental footprint.</li> <li>- Educating and training employees on environmental and climate-related risks, and how to respond in emergency situations.</li> <li>- Engaging with stakeholders, including customers, suppliers, to create a business continuity plan, with a proper planning for Recovery time objective accepted by all stake holders.</li> </ul>	<p><b>Positive:</b> Demonstrates our ability to manage the situation with the least disruption to the ongoing engagements.</p> <p>But all these come with significant operating expenses and have to be factored in and controlled well.</p>

## Annexure to Board's Report (Contd.)

S. No.	Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Employee engagement, reputation and retention	Opportunity and Risk	<p><b>Opportunity:</b></p> <ul style="list-style-type: none"> <li>This helps us to hone our methods and practices to provide a world class employee engagement experience. The fact that some ex-employees have expressed willingness to come back to Sasken has to be leveraged to send the message of the good practices we follow in our work culture.</li> </ul> <p><b>Risk:</b></p> <ul style="list-style-type: none"> <li>This pre-supposes that employees will return from "work from home" to "work from office" fully. Their preferences to work remote may come in the way of promoting homogenous work culture, increasing the emotional connect towards the organization. Additionally, remote working comes with the risk of possible moonlighting by employees, which may result in violating certain contractual clauses. The Company has devised methods of checking this and has a structured method of intervention.</li> </ul>	Our approach includes skill training, promoting a positive work environment, periodic meetings - small group, functional, Business update meetings where the state of affairs of the business is explained, rewards and recognition, Team and Individual achiever of quarter award, etc. which helps to promote stickiness.	<b>Positive:</b> Helps to enhance employee and customer experience.

### Section B: Management and Process Disclosures

S. No.	Disclosure Questions	P1	P2	P3	P4	P5	P6	P7 ^	P8	P9
<b>Policy and management processes</b>										
1	a. Whether your entity's policy/policies cover each principle and its core elements of the NGBRCs (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
	b. Has the policy has been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
	c. Weblink of the policies, if available	<a href="http://www.sasken.com/investors/corporate-governance">www.sasken.com/investors/corporate-governance</a> Some policies may also include a combination of internal policies placed on intranet and policies placed on the Company's website which are accessible by all concerned stakeholders.								
2	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes, these extend to value chain partners wherever it is relevant and to the extent applicable.								
4	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g.SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 27001	ISO 14001	ISO 14001 / 27001 / 27701*	ISO 9001 / 27001 / 27701*	ISO 14001 / 27701*	ISO 14001	ISO 27001 / 27701*	ISO 9001 / 27701*	ISO 9001 / 14001 / 27001 / 27701*

\* In addition, we are in compliance with the Data Privacy regulations across national and international geographies, like EU GDPR, UK GDPR, CCPA, Japan APPI, (where we operate), relevant sections of IT Act 2000 enacted in India on this.

^ The Company does not attempt to influence public and regulatory policies directly. It participates in policy deliberations by industry bodies like NASSCOM, and so any influence is only through such participation.



## Annexure to Board's Report (Contd.)

5	Specific commitments, goals and targets set by the entity with defined timelines, if any.	We have set our ESG vision in the year 2022. We are aiming to become Carbon neutral organization for all India operations.			
		<i>Goal</i>	<i>Base year</i>	<i>Target Year</i>	<i>Expected Results</i>
		To become carbon neutral for India operation centres by end of 2026	2018-19 (CO <sub>2</sub> e emission 3416 tons per annum)	2026	Carbon Neutral for India centres
6	Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met	For the year 2022-23 our CO <sub>2</sub> e emission stands at 440 tons per annum.			

### Governance, leadership and oversight

7	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure)	<p>We need to take a long-term view when it comes to using fragile natural and environmental resources. We must pass on a world that is economically, socially, and environmentally better than what we inherited for generations to come. Our values and beliefs enshrine our commitment to adhere to pro-environmental principles. Since our inception, we have pioneered, or readily adopted, and promoted 'environmentally sustainable' practices.</p> <p>We have a core group called 'Prakriti,' who have made it a point to implement the ideology of embracing eco-friendly practices by all Sasians. I take this opportunity to promise that I will wholeheartedly support our sustainability initiatives.</p> <p><b>Rajiv C Mody</b> Chairman &amp; Managing Director</p> <p>As a responsible corporate citizen, Sasken is committed to creating a sustainable future for all. We firmly believe that combining our expertise in cutting-edge technology with our unwavering commitment to ESG principles will help us build a better future for the world we share.</p> <p>Our efforts are driven by our commitment to the environment, health, and safety. We are constantly striving to become one of the most sustainable organizations in India by leveraging technology to solve underserved problems and embracing eco-friendly practices. We value transparency and are dedicated to reporting our progress in ESG through our Business Responsibility and Sustainability Report and compliance with various international standards. I firmly believe that leaders who prioritize ESG and sustainability within their organizations not only enhance their bottom line, but they also build a better world for future generations.</p> <p><b>Abhijit Kabra</b> Chief Executive Officer</p>			
8	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	<p>Name: Rajiv C. Mody Designation: Chairman &amp; Managing Director Telephone: 080 6694 3000 Email ID: <a href="mailto:esg@sasken.com">esg@sasken.com</a></p>			
9	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes. The Risk Management Committee of the Board is responsible for decision making on sustainability related issues.			

## Annexure to Board's Report (Contd.)

10	Details of review of NGBRCs by the Company:																		
	Subject for review	Indicate whether review was undertaken by Director / Committee of the Board /Any other Committee									Frequency (Annually/ Half yearly/Quarterly/ Any other - please specify)								
		P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
	Performance against above policies and follow up action	Committee of the Board						No	Committee of the Board		Annually						NA	Annually	
	Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances																		
11	Has the entity carried out independent assessment / evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.									P1	P2	P3	P4	P5	P6	P7	P8	P9	
										Yes*						No	Yes *		

\* This is certified by the authorized certification body associated with the accreditation board listed with ISO.

^ The Company does not attempt to influence public and regulatory policies directly. It participates in policy deliberations by industry bodies like NASSCOM, and so any influence is only through such participation.

12 If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated:

S. No.	Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	The entity does not consider the Principles material to its business (Yes/No)	NA								
2	The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
3	The entity does not have the financial or human and technical resources available for the task (Yes/No)									
4	It is planned to be done in the next financial year (Yes/No)									
5	Any other reason (please specify)	-	-	-	-	-	-	Though the Company considers representation to the relevant authorities on issues which it considers necessary for Business Conduct, the Company does not attempt to influence public and regulatory policies directly. It participates in policy deliberations through Trade Bodies like NASSCOM and will continue to work in that fashion.	-	-

## Annexure to Board's Report (Contd.)

### Section C: Principle wise Performance Disclosure

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.**

#### Essential Indicators

- Percentage coverage by training and awareness programs on any of the Principles in the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	Percentage of persons in respective category covered by the awareness programmes*
Board of Directors (BoD)	6	<ol style="list-style-type: none"> <li>Code of Conduct and Director's Independence criterion</li> <li>Insider Trading Regulations, Related Party Transactions, Forex and Hedging</li> <li>General Awareness Session on BRSR statutory requirements</li> <li>Regulatory updates at quarterly intervals</li> <li>Brief Overview of the entire BRSR format and 9 principles</li> </ol>	100%
Key Managerial Personnel (KMPs)	7	<ol style="list-style-type: none"> <li>Addressing Sexual Harassment at Workplace</li> <li>Discipline at Workplace</li> <li>Company Code of Conduct</li> <li>Information Security Awareness</li> <li>Environment Management System</li> <li>Insider Trading Regulations</li> <li>Other Leadership trainings, on need basis &amp; tailor made</li> <li>Privacy Information Management System Awareness</li> </ol>	100%
Employees other than BoD and KMPs	6	<ol style="list-style-type: none"> <li>Addressing Sexual Harassment at Workplace</li> <li>Discipline at workplace</li> <li>Company Code of Conduct</li> <li>Information Security Awareness</li> <li>Environment Management System</li> <li>Insider Trading Regulations</li> <li>Privacy Information Management System Awareness</li> </ol>	100%

\* Targeted coverage is 100%.

We use a mix of personalized face to face session(s) or via eLearning platform, depending on the need. Some of the programs listed above are on e-Learning platforms and all employees are mandated to complete the e-Learning course and successfully undergo the tests to assess the understanding of the principles.

- Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators / law enforcement agencies / judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

Sasken accords highest priority to conduct the business in strict compliance with the applicable laws. We take pride in being a good corporate citizen. There are no monetary or non-monetary actions on the Company or its Directors / KMPs with regulators / law enforcement agencies / judicial institutions, in the financial year.

- Of the instances disclosed in Question 2 above, details of the Appeal / Revision preferred in cases where monetary or non-monetary action has been appealed.

Not applicable.

- Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the points relating to anti-corruption or anti-bribery policy are embedded in the Business Code of Conduct of the Company ('Code') which is also applicable to our wholly owned subsidiaries and branches.

## Annexure to Board's Report (Contd.)

Sasken is a strong endorser of ethics and has stringent, 'zero tolerance' stance towards lack of integrity. It is all pervasive, across locations and units, with our training on integrity covering and binding by our Code aligned to our ethical values.

Please refer [www.sasken.com/investors/corporate-governance](http://www.sasken.com/investors/corporate-governance) for the Policy.

5. Number of Directors / KMPs / employees / workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery / corruption:

To the best of our knowledge, none of the Directors, KMPs, employees have been charged with bribery/corruption or has any disciplinary action taken against them.

6. Details of complaints with regard to conflict of interest:

None. Sasken has a Code as per which all the Directors, KMPs, Employees have to declare Conflict of Interest, if any, in any transaction. Additionally, for business reasons, if the transactions have to be carried out, they will abstain from decision making for those transactions in which they have a conflict of interest.

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators / law enforcement agencies / judicial institutions, on cases of corruption and conflicts of interest.

Not applicable.

### Leadership Indicators

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year:

There were no such formally conducted awareness programmes for value chain partners. However, Sasken value chain partners are aware of our Code. Additionally, they are encouraged to write to a designated e-mail ID mentioned in the Purchase Orders in case they experience any improper conduct by anyone in Sasken in their business dealings. To orient our employees towards proper and ethical conduct, all employees and contractors are mandated to undergo e-Learning module on the Code.

2. Does the entity have processes in place to avoid / manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.

Yes, the Company has a Code to ensure that there is no conflict of interest inflicting any apprehension in the minds of its stakeholders, the Company's Board, which may arise during the course of its business activities.

Further, as defined in applicable laws, to avoid / manage conflict of interests involving members of the Board, the Company receives from the members of the Board a list of entities in which they are interested, at the beginning of every Financial Year and whenever if there is a change in the same. The said list is monitored by the Company to prevent any conflict of interests.

## PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

### Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

We strive to carry on our operations within the boundaries of Environmental, Social, and Governance (ESG) principles. Being a Company which strives to be a good corporate citizen, we strive to ensure that our processes and operations optimally use energy, emissions, and water, and manage waste efficiently. Through CSR we have been striving to make a difference, leveraging technology in this process.

Though the Company has not incurred any R & D or Capex in the current fiscal, it has, in one of the earlier years, invested in Waste Management System at a cost of about ₹ 51.16 lakhs. The dry organic waste, especially leaves, are being collected from the neighborhood and processed to become manure for plants. The manure produced is being distributed freely to the neighborhood. This is being carried out as part of CSR initiatives and in partnership with Bruhat Bengaluru Mahanagara Palike. Additionally in the current financial year we have funded ₹ 130.55 lakhs to Vittala International Institute of Ophthalmology, Bengaluru for procuring equipment and also to carry out some repairs and upgradations for the specially designed mobile van to be used for diabetic retinopathy screening and treatment for the benefit of rural populace. This would be our contribution to the health care sector which would prevent people in rural areas of Karnataka from losing their eyesight due to diabetic conditions.

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes. In our sourcing contracts, we endeavor to partner with those who conform to ESG norms. Checks and balances are in place to ensure that we don't contract with those who violate principles of human rights.

For instance, we do not engage with those whom we get to know are indulging in child labour, etc. Also we expect our partners to add the governance aspect to this in the course of their doing business.

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We have periodic audits to ensure that the partners comply with the applicable contribution provisions pertaining to Employees Provident Fund Act and Employees State Insurance Act. Our Sustainable Procurement policy guides our efforts to ensure we work with suppliers who endorse environmental protection and demonstrate responsible usage of natural resources, protect human rights, and adhere to all applicable laws of the land.

In addition, as a service Company, human resources form the largest part of our investments. The Company follows an equal opportunity talent-hiring.

- b. If yes, what percentage of inputs were sourced sustainably?

In FY 2023, about 17.64% of our procurement was sourced from those entities who are bigger corporates or who have made significant steps to conduct their operations sustainably. The balance of the partners are small and medium enterprises. We encourage these partners to adopt the ESG principles in the course of doing business.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging); (b) E-waste; (c) Hazardous waste; and (d) other waste.

This question is not applicable to us as we are a Software Services Company and do not manufacture any products. However, having said this, it is important to note the following:

Recycle and reuse principle takes not only systemic structures and capacity but also advocacy and awareness. Our investments in recycling have gone a long way in resource conservation, and our recycling efficiencies have always been high. Our advocacy and awareness campaigns have also worked hard towards decreasing generation of waste in the first place. Our people have enthusiastically spearheaded waste management efforts, details are made available in our Sustainability Report ([www.sasken.com/sustainability](http://www.sasken.com/sustainability)).

- Almost 100% of paper waste / tissue paper waste generated in the campus is donated to Khadi Gram Udyog for recycling.
- 100% of food waste is recycled to generate Biogas for cooking.
- In addition to the disposal of the electronic waste in a responsible manner, we also encourage employees to deposit the Electronic waste, which is generated in their houses, in an earmarked yard in Sasken office.
- The electronic wastes, thus collected, are recycled through Government certified E-waste recycling agencies.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.

No. Given the nature of our operations, this is not applicable to us.

### Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

Not applicable.

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Not applicable.

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Not applicable.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tons) reused, recycled, and safely disposed, as per the following format:

This question is not applicable to us as we are a Software Services Company and do not manufacture any products.

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

This question is not applicable to us as we are a Software Services Company and do not manufacture any products.



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### PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

#### Essential Indicators

1. a. Details of measures for the well-being of employees:

Category		% of employees covered by									
	Total (A)	Health Insurance ^		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities#	
		No. (A)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No.(F)	% (F/A)
Permanent Employees											
Male	956	784	82%	947	99%	NA	NA	956	100%	NA	NA
Female	473	348	74%	471	99.60%	348	100%	NA	NA	NA	NA
Total	1,429	1,132	79%	1,418	99%	348	33%	956	67%	NA	NA
Other than Permanent Employees											
Male	50	12	24%	17	34%	NA	NA	17	34%	NA	NA
Female	12	1	8%	2	17%	1	8%	NA	NA	NA	NA
Total	62	13	21%	19	31%	2	3%	17	27%	NA	NA

^ Health insurance is offered to all permanent employees and extends to others as well. The employees may decide to opt out of Health Insurance.

\*Maternity benefits – the insurance coverage is applicable only for employees who have opted for it and up to max of two children but the leave related to maternity can be availed by all Female employees.

# During FY23 most of the employees continued to “work from home / hybrid mode”, hence, Day Care Facilities were suspended.

- b. Details of measures for well-being of workers:

Not applicable.

2. Details of retirement benefits, for Current FY and Previous FY.

Benefits	FY 2023			FY 2022		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/NA)
PF	100%	NA	Y	100%	NA	Y
Gratuity	100%	NA	Y	100%	NA	Y
ESI ^	0%	NA	NA	0%	NA	NA
Others- Superannuation*	1.6 %(25)	NA	Y	1.76%(23)	NA	Y

^ Applicable to employees as per the threshold limit prescribed under the Employee State Insurance Act, 1948.

- No. of employees opted for Superannuation Scheme are provided in brackets.

3. Accessibility of workplaces: Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes. In our own premises, we have ensured that the facility is Disabled Persons friendly both in terms of access into office and movement within the premises, washrooms, etc. In those locations which are leased and have lesser number of employees, our endeavor is to provide this to the extent possible.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

We do not have a separate written policy for this. However, it is our spirit not to discriminate in favor of or unfavorably against any gender, caste, creed or religion or persons with disabilities. We take pride in calling ourselves as equal opportunity employer.

## Annexure to Board's Report (Contd.)

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

	Permanent Employees		Permanent Workers	
Gender	Return to Work rate	Retention rate	Return to Work rate	Retention rate
Male	100% (28)	89% (25)	NA	NA
Female	100% (37)	89% (33)	NA	NA
<b>Total</b>	<b>100% (65)</b>	<b>89% (58)</b>	<b>NA</b>	<b>NA</b>

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes / No (If Yes, then give details of the mechanism in brief)
Permanent Employees	Yes, see note below
Other than Permanent Employees	Yes, see note below

Various avenues are available for employees to put forth their grievances. In addition to the Internal Committee formed under Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, Whistle Blower platform, many forums like Business HR intervention, Team meetings, Quarterly business update meetings, meeting with CEO, etc. provide opportunity for the employees to share their thoughts and suggestions.

This will be apart from the informal group meetings with the reporting Manager. Kengenie (Grievances) Support Desk Tool / Incident Reporting Tool are also available for employees to report their grievances of any kind.

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

This is not applicable to us, as we do not have association(s) or Union(s).

8. Details of training given to employees and workers:

Category	FY 2023*					FY 2022				
	Total (A)	On Health and safety measures		On skill upgradation		Total (D)	On Health and safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (B/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	973	389	39.98%	973	100%	907	162	17.86%	870	95.92%
Female	475	203	42.74%	475	100%	442	94	21.27%	424	95.93%
Total	1,448	592	40.88%	1,448	100%	1,349	256	18.98%	1,294	95.92%

\* Total FY 2023 includes 1,429 permanent employees and 19 contractors.

9. Details of Performance and career development reviews of employees and workers:

Category	FY 2023			FY 2022		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	956	956	100%	888	888	100%
Female	473	473	100%	436	436	100%
<b>Total</b>	<b>1,429</b>	<b>1,429</b>	<b>100%</b>	<b>1,324</b>	<b>1,324</b>	<b>100%</b>

## Annexure to Board's Report (Contd.)

### 10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage of such system?

Yes, this has been implemented in Sasken and covers entire organization.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Following process is carried out to assess the work-related Hazard:

- Hazard identification: This involves identifying potential hazards in the workplace, including physical, chemical, and ergonomic hazards. This is done through workplace inspections, hazard reporting by employees, and reviewing incident reports and near-miss events, if any.
- Risk assessment: Once hazards are identified, we assess the risk associated with each hazard. This involves evaluating the likelihood and severity of harm that could result from exposure to the hazard, as well as any existing controls that are in place.
- Control measures: Appropriate control measures are implemented to eliminate or minimize the risks associated with the identified hazards. This includes physical controls such as installing safety guards or barriers, administrative controls such as implementing safe work procedures, or providing personal protective equipment (PPE) such as gloves, helmets and / or masks.
- Review and monitoring: We regularly review and monitor the effectiveness of the control measures in place and make changes as needed for improvement. This includes conducting regular inspections, audits, and risk assessments, as well as monitoring such incidents.
- Non-routine risk assessment: In addition to routine hazard identification and risk assessment, the organization also conducts non-routine risk assessments when new hazards are introduced, or when changes are made to existing work processes, equipment or facilities.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No).

Yes, we have a process for employees to report work related hazards.

- d. Do the employees / workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes. Sasken provides hospitalization insurance to its employees, their family and dependents. This is in addition to the insurance coverage as per law.

### 11. Details of safety related incidents during the current financial year.

We did not have any such incidents arising out of employment and occupation.

### 12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Please refer to the Environment, Health and Safety Policy ([www.sasken.com/ehs-policy](http://www.sasken.com/ehs-policy)) for the various measures taken by Sasken to ensure Employee Welfare and Safety and to mitigate the Occupational Health and Safety issues.

### 13. Number of Complaints on the following made by employees and workers:

	FY 2023			FY 2022		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working conditions	Nil	Nil	NA	Nil	Nil	NA
Health & Safety	Nil	Nil	NA	Nil	Nil	NA

## Annexure to Board's Report (Contd.)

### 14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	80% (Under ISO14001)
Working conditions	80% (Under ISO14001)

### 15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

There have been no significant risks / concerns arising from assessments of health and safety practices and working conditions.

### Leadership Indicators

#### 1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees - **(Y/N)** (B) Workers - **(Y/N)**.

Yes. We do have a Life insurance policy which covers all the employees of the organization. We do not have any workers in our organisation.

#### 2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

We have a system of audit of the compliances by the supply chain partners and appropriate actions are being taken wherever required.

#### 3. Provide the number of employees / workers having suffered high consequence work related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

We have no such known cases of occupation related injury / ill-health.

#### 4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes / No)

Yes. In case of those who retire from employment, the organization ensures that all the financial transactions and settlements are completed as soon as possible, so that it provides them with the necessary financial security. This includes all those settlements which have to be made through third parties also.

#### 5. Details on assessment of value chain partners:

The value chain partners are encouraged to practice these. However, these are not being assessed by us.

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	Nil
Working conditions	Nil

#### 6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable.

## Annexure to Board's Report (Contd.)

### PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

#### Essential Indicators

- Describe the processes for identifying key stakeholder groups of the entity.

Our stakeholders are our Investors, clients, employees, suppliers, regulators and the Community

The Company has developed a Stakeholder Engagement Framework which augments the process of identifying them. The framework has dual aspect dimension which covers the stakeholder's interest as well as stakeholder's influence. On this basis the stakeholders are identified and the modes as well as the level of engagements are also determined.

Further, the Company considers the following elements while identifying stakeholder groups:

- Dependency
- Responsibility
- Attention
- Influence

- List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually / Half yearly / Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Emails, SMS, Newspaper advertisement, Stock Exchange filings, Members meetings, Website, Annual Reports and others.	Quarterly, Half-yearly and Annually as well as on a case-to-case basis.	Information sharing, financial results, corporate actions, regulatory communications, etc.
Customers	No	Site Visits, Meetings, E-mails, C-SAT surveys, etc.	As agreed with the Customers and on need basis.	Review of engagement, Project progress, account mining, etc.
Employees	No	Business update meetings, small group meetings, mailers, group meetings, etc.	Quarterly business meets and need based.	Affairs of the organization, way forward, plans, results, etc.
Suppliers and vendors	Mixed	V-SAT survey, performance evaluation.	Need based.	Engagement matters and progress.
Communities	Mixed	Surveys, Representations, Discussions, Committee meeting inputs.	Need based.	Need assessment for CSR, Reviews and Addressing Grievances, if any.
Regulators & Government	No	Reporting / Filings.	On periodical basis as provided under relevant legislations.	In relation to compliances with applicable laws, Industry concerns, changes in regulatory frameworks, etc.
Media	No	Emails, Personal Interactions.	Need Based.	Press releases, announcements, etc.

#### Leadership Indicators

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

Management interacts with our stakeholders like Investors, Employees, Customers, etc. in the course of doing business. These are done on planned occasions or on a need basis. Any feedback or matter to be considered by the Board is brought to its attention. Suggestions, complaints or grievances are brought to their attention using defined processes and depending on the significance, it is taken to the respective Committees of the Board for its resolution.

- Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.

Yes, we do take into account suggestions and ideas provided by any stakeholders, evaluate and implement them wherever feasible. For instance, in Corporate office, the power requirement (over and above the minimum threshold purchase required from the Government) is fully met by clean energy. For this, we consulted business associates who are in this area of business and have tied up with a selected partner. Similarly, initiatives which have social impact like vehicle emission check and reduction, health-conscious initiatives like no smoking campaign, environmental initiatives like seed ball distribution, organic manure distribution etc. were all received from stakeholders.



## Annexure to Board's Report (Contd.)

- Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable / marginalized stakeholder groups.

Our endeavor is to identify those projects that have impact on and touches the life of the members of these sections of the society. In this, we ensure that the activities are within the framework we have devised so that we provide meaningful and focused help to them.

As a socially responsible Organization, we are committed to working for the welfare of the communities around us. Our community engagement interventions include:

- Uplifting of underprivileged children education and funding of medical equipment for identifying various ailments.
- SEWA: Financially and economically empower women from rural areas via digital solution platform built by Sasken.
- Fully operational Organic waste composter plant taking wet and dry waste as input and generating Environment friendly compost for green neighbourhood is set up and operated by Sasken.
- Employees Volunteering through a group called Prakriti in many social outreach programs like Neighbourhood cleaning drive, E-waste collection drive, Tree planting drive, Educating school children on the effect of de-forestation.
- Blood donation camps in campuses, as well channelize such needs through Internal communication to help needy.
- Supporting employment for People with Special needs with a broad range of disabilities and challenges like cognitive speech impairment, mobility challenges, and integrates them into the work fabric of the Company.

### PRINCIPLE 5: Businesses should respect and promote human rights

#### Essential Indicators

- Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023			FY 2022		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	1,429	1,395	96%	1,324	974	74%
Other than Permanent	19	19	100%	25	19	76%
Total	1,448	1,414	96%	1,349	993	74%

- Details of minimum wages paid to employees and workers, in the following format:

All employees have been paid equal to or more than the minimum wages defined as per local jurisdiction and regulatory guidelines in all the jurisdictions in which we operate.

- Details of remuneration / salary / wages, in the following format:

	Male		Female	
	Number	Median remuneration / salary / wages of respective category	Number	Median remuneration / salary / wages of respective category
BoD	10	285.71	0	0
KMP	5	141.04	0	0
Employees other than BoD and KMP	959	11.51	471	7.88

## Annexure to Board's Report (Contd.)

4. Do you have a focal point (Individual / Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes / No)

Yes. There are several focal points through which this can be raised in Sasken:

- Business HR primes (an HR Representative assigned for a set of employees based on his Work Group)
  - Ken genie calls (an Intraweb exclusively for employees to interact with)
  - Ken-Pal (An Employee Assistance Program)
  - Internal Committee for Prevention of Sexual Harassment
  - Disciplinary Committee.
5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

In order to redress grievances related to Human Rights, following are the mechanisms which are established and adopted by the Company:

- The Business HR primes are the focal point between the HR function and the employees. Each of the business unit has a dedicated HR prime, who have formal meetings with the team, including one-on-one meetings. Any issues of concern can be raised in these meetings.
- A ticket can also be raised in the dedicated tickets resolution portal, which will be attended by the Subject Matter Expert.
- In case the employees require expert advice on matters which have psychological impact and require counselling and guidance, then there is a dedicated helpline; and these matters will be attended to in strict confidence on an anonymous basis.
- Actions and conduct which violate the internal guidance and policies are brought to the attention of respective committees for suitable resolution.

6. Number of Complaints on the following made by employees and workers:

	FY 2023			FY 2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	1	0	Resolved	0	0	-
Discrimination at workplace	Nil			Nil		
Child Labour						
Forced Labour / Involuntary Labour						
Wages						
Other human rights related issues						

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Sasken commits to protect the complainants and ensure that they are not retaliated because they raise the issues in good faith. Sasken does not tolerate any form of retaliation and proper channels / processes have been defined to curb any such practice. To create awareness upon joining Sasken, every employee is provided with an orientation / induction program on Code of Conduct, Discipline at workplace, Addressing Sexual Harassment at workplace, etc. Apart from it, during each year every employee is mandated to successfully complete an e-learning and pass e-test on these topics. Periodical internal communication on these topics provides supplement to the e-learning modules.

8. Do human rights requirements form part of your business agreements and contracts? (Yes / No)

Yes.

## Annexure to Board's Report (Contd.)

### 9. Assessments for the year:

100% of Company's offices located in India were assessed.

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)*
Child Labour	100
Forced /Involuntary Labour	100
Sexual Harassment	100
Discrimination at workplace	100
Wages	100

\*India operations

### 10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

There were no significant risks / concerns which arouse from said assessments.

### Leadership Indicators

#### 1. Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints.

We have not modified / introduced any business process as a result of addressing human rights grievances / complaints, since there were no Human Rights related grievances or complaints.

#### 2. Details of the scope and coverage of any Human rights due diligence conducted.

We did not conduct any third party due diligence.

#### 3. Is the premise / office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?

Yes, Sasken owned premises / office accessible to differently abled visitors.

#### 4. Details on assessment of value chain partners:

The Company has not conducted assessment for the Value Chain Partners.

However, checks and balances are in place to ensure that Company does not contract with those who violate principles of human rights.

	% of value chain partners (by value of business done with such partners) that were assessed
Child Labour	Nil
Forced /Involuntary Labour	Nil
Sexual Harassment	Nil
Discrimination at workplace	Nil
Wages	Nil

### 5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

Not applicable.

## Annexure to Board's Report (Contd.)

### PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment.

#### Essential Indicators

- Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format.

Parameter	FY 2023	FY 2022
Total electricity consumption (A)	23,13,550 kwh (8,328,780,000,000 joule)	18,76,425 kwh (6,755,130,000,000 joule)
Total fuel consumption (B)	9,696 kwh (34,905,600,000 joule)	14,084 kwh (50,702,400,000 joule)
Energy consumption through other sources (C)	Nil	Nil
<b>Total energy consumption (A+B+C)</b>	<b>2,323,246 kwh (8,363,685,600,000 joule)</b>	<b>1,890,509 kwh (6,805,832,400,000 joule)</b>
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	1,871.14 Joule / ₹	1,522.61 Joule / ₹
Energy intensity (optional) – the relevant metric may be selected by the entity	NA	NA

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The assessment / evaluation have been carried out in-house.

- Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.

No, we have not been identified as designated consumers.

- Provide details of the following disclosures related to water, in the following format:

Parameter	FY 2023	FY 2022
Water withdrawal by source (in kilolitres)		
(i) Surface water	Nil	Nil
(ii) Groundwater	400 KL	159 KL
(iii) Third party water	1,320 KL	742 KL
(iv) Seawater / desalinated water	Nil	Nil
(v) Others	-	-
<b>Total volume of water withdrawal (in kiloliters) (i + ii + iii + iv + v)</b>	<b>1,720 KL</b>	<b>901 KL</b>
<b>Total volume of water consumption (in kiloliters)</b>	<b>1,720 KL</b>	<b>901 KL</b>
<b>Water intensity per rupee of turnover</b> (Water consumed / turnover)	<b>0.000384 ltr / ₹</b>	<b>0.000201 ltr / ₹</b>
<b>Water intensity</b> (optional) – the relevant metric may be selected by the entity	<b>NA</b>	<b>NA</b>

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The assessment / evaluation have been carried out in-house.

- Has the entity implemented a mechanism for Zero Liquid Discharge (ZLD)? If yes, provide details of its coverage and implementation.

We have implemented a mechanism to ensure ZLD from Sasken's owned facility. The Process covers:

- Conducting a water audit:** We have implemented this to understand the water usage and identify areas where water can be conserved.
- Implement water conservation measures:** Implemented water conservation measures such as fixing leaks, using water-efficient aerators, and educating employees about water conservation.
- Treating wastewater:** The wastewater generated is treated with advanced treatment technologies in our 60 KLD water treatment plant and every drop is put back to reuse. The solids generated during the treatment process are dried and used as fertilizers.

Rainwater harvesting helped us to recharge ground water by about 6,000 KL in FY 2023.

## Annexure to Board's Report (Contd.)

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Please specify unit	FY 2023	FY 2022
NOx	mg/m3	38.7	35.0
SOx	mg/m3	18.5	19.3
Particulate matter (PM)	PM10	66.8	57.5
Persistent organic pollutants (POP)	POPs	Not Assessed	Not Assessed
Volatile organic compounds (VOC)	-	Not Assessed	Not Assessed
Hazardous air pollutants (HAP)	-	Not Assessed	Not Assessed

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes. The assessment has been carried out by a third party called M/s SLN Testing Laboratory.

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023	FY 2022
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tons of CO <sub>2</sub> equivalent	43	67.16
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tons of CO <sub>2</sub> equivalent	79.4	165.04
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	-	0.000000027 Ton / ₹	0.000000051 Ton / ₹
<b>Total Scope 1 and Scope 2 emission intensity</b> (optional) - the relevant metric may be selected by the entity	-	NA	NA

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No. The assessment has been carried out in-house.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Yes. Responsible sourcing - Procurement of green products - i.e. EPEAT- Silver category certified laptops/desktops, Bio-gas unit to treat food waste, Steel bubble tops for drinking water stations, benches made up of recycled plastic for reception area etc.

Green Energy procurement - We procure renewable energy (Wind energy) for our Bengaluru office campus.

8. Provide details related to waste management by the entity, in the following format:

Parameter	FY 2023	FY 2022
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	0.324	0.144
E-waste (B)	0.057	0.804
Bio-medical waste (C)	0.014	0.0004
Construction and demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other Hazardous waste. Please specify, if any. (G)	0.282 (DG Oil Filter, Soaked cotton waste)	0.657 (DG Oil Filter, Soaked cotton waste)
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)	Food waste 3.95 Paper waste 5.50	Food waste 0.78 Paper waste 1.92 Metal 1.2
<b>Total (A+B + C + D + E + F + G + H)</b>	<b>10.13</b>	<b>5.50</b>



## Annexure to Board's Report (Contd.)

Parameter	FY 2023	FY 2022
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of Waste: Food waste</b>		
(i) Recycled	Nil	Nil
(ii) Re-used	3.95	0.78
(iii) Other recovery operations	Nil	Nil
<b>Total</b>	<b>3.95</b>	<b>0.78</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of Waste: Hazardous waste</b>		
(i) Incineration	0.28	0.65
(ii) Landfilling	Nil	Nil
(iii) Other disposal operations	Nil	Nil
<b>Total</b>	<b>0.28</b>	<b>0.65</b>
<b>For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)</b>		
<b>Category of Waste: Paper waste</b>		
(iv) Recycled	1.97	0.55
(v) Re-used	Nil	Nil
(vi) Other recovery operations	Nil	Nil
<b>Total</b>	<b>1.97</b>	<b>0.55</b>

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The assessment/evaluation have been carried out inhouse.

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

We follow the following waste management practices in our Organization, through certified agencies:

- Food waste is used for Biogas Generation.
- Paper waste is donated for recycling.
- Plastic waste is donated for recycling.
- E-waste is disposed of for recycling.
- Hazardous waste is Recycled (oil) + Incineration (medical waste + Oil-soaked cottons) through a certified agency
- Wastewater is 100% recycled.

As our operations do not involve hazardous and toxic chemicals, this is not applicable to us.

10. If the entity has operations / offices in / around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

Not applicable.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not applicable.

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

Yes, we are compliant with applicable environmental law / regulations / guidelines in India.

## Annexure to Board's Report (Contd.)

### Leadership Indicators

1. Provide break-up of the total energy consumed (in Joules or multiples) from renewable and non-renewable sources, in the following format:

Parameter	FY 2023	FY 2022
<b>From renewable sources</b>		
Total electricity consumption (A)	22,13,000 kwh	16,72,200 kwh
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
<b>Total energy consumed from renewable sources (A+B+C)</b>	<b>22,13,000 kwh</b>	<b>16,72,200 kwh</b>
<b>From non-renewable sources</b>		
Total electricity consumption (D)	1,00,550 kwh	2,04,225 kwh
Total fuel consumption (E)	6,976 kwh	14,084 kwh
Energy consumption through other sources (F)	0	0
<b>Total energy consumed from non-renewable sources (D+E+F)</b>	<b>1,07,526 kwh</b>	<b>2,18,309 kwh</b>

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The assessment/evaluation have been carried out inhouse.

2. Provide the following details related to water discharged:

Parameter	FY 2023	FY 2022
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
<b>(i) To Surface water</b>	Nil	Nil
- No Treatment	Nil	Nil
- With treatment - please specify level of treatment	Nil	Nil
<b>(ii) To Groundwater</b>	Nil	Nil
- No Treatment	Nil	Nil
- With treatment - please specify level of treatment	Nil	Nil
<b>(iii) To Seawater</b>	Nil	Nil
- No Treatment	Nil	Nil
- With treatment - please specify level of treatment	Nil	Nil
<b>(iv) Sent to third parties</b>	Nil	Nil
- No Treatment	Nil	Nil
- With treatment - please specify level of treatment	Nil	Nil
<b>(v) Others</b>	Nil	Nil
- No Treatment	Nil	Nil
- With treatment - please specify level of treatment	Nil	Nil
<b>Total water discharged (in kilolitres)</b>	<b>Nil</b>	<b>Nil</b>

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The assessment/evaluation have been carried out inhouse.

## Annexure to Board's Report (Contd.)

### 3. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

For each facility / plant located in areas of water stress, provide the following information:

- (i) Name of the area
- (ii) Nature of operations
- (iii) Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2023	FY 2022
<b>Water withdrawal by source (in kilolitres)</b>		
(i) Surface water	0	0
(ii) Groundwater	400	159
(iii) Third party water (BWSSB)	1,320	742
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres)	1,720	901
<b>Water intensity per rupee of turnover</b> (Water consumed / turnover)	0.000384 ltr / ₹	0.000201 ltr / ₹
<b>Water intensity</b> (optional) - the relevant metric may be selected by the entity	Nil	Nil
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) Into Surface water	Nil	Nil
- No Treatment		
- With treatment - please specify level of treatment		
(ii) Into Groundwater	Nil	Nil
- No Treatment		
- With treatment - please specify level of treatment		
(iii) Into Seawater	Nil	Nil
- No Treatment		
- With treatment - please specify level of treatment		
(iv) Sent to third parties	Nil	Nil
- No Treatment		
- With treatment - please specify level of treatment		
(v) Others	Nil	Nil
- No Treatment		
- With treatment - please specify level of treatment		
<b>Total water discharged (in kilolitres)</b>	Nil	Nil

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N)  
If yes, name of the external agency.

The assessment/evaluation have been carried out inhouse.

### 4. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	FY 2023	FY 2022
<b>Total Scope 3 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	318.3 Metric tonnes of CO <sub>2</sub> equivalent	88.9 Metric tonnes of CO <sub>2</sub> equivalent
<b>Total Scope 3 emissions per rupee of turnover</b>	Tonnes / ₹	0.000000071 Ton/₹	0.000000019 Ton/₹
<b>Total Scope 3 emissions intensity</b> (optional) - the relevant metric may be selected by the entity	-	NA	NA

Note: Indicate if any independent assessment / evaluation / assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

The assessment / evaluation have been carried out inhouse.

## Annexure to Board's Report (Contd.)

5. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Not applicable.

6. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

S. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Wheeling Energy	<a href="http://www.sasken.com/sustainability">www.sasken.com/sustainability</a>	80% of the Energy consumed by Sasken is through Green Energy. Thereby reducing 220 Tons of CO <sub>2</sub> e/ Month
2	Sewage treatment Plant		To treat the wastewater in the campus. 60KLD, approximately 500 KL of water treated every month and are used for secondary purposes (Rest room flushing, gardening)
3	Bio-Gas		Food Waste is used to generate Bio-Gas which in turn used for low heat cooking in the campus café make it zero wet waste café
4	Paper waste donation		Except for the wet tissues, all the other papers produced in the campus is donated to Khadi-Grama Udyog, ensuring the paper-waste is recycled.
5	Plastic waste donation		Plastic waste generated from the Food packets (inside the cafe) is donated to Eco-Kaare for recycling into handicrafts. Rest of the plastic waste is donated to M/s. Hasiru Dala Innovations Private Limited or Recycling.
6	E-car Shuttle services for Employee movement		25 tonnes CO <sub>2</sub> reduction per annum.

7. Does the entity have a business continuity and disaster management plan? Give details in 100 words / web link.

Yes.

- At Sasken business continuity planning is to ensure that business operations and functions continue as scheduled in the event of any turbulence or disaster. Risks faced by an organization may be internal to its operations (financial, legal, technical, operational) or caused by external sources such as dependency on suppliers and third-party providers. To develop an optimal business continuity strategy, an organization needs to first assess the impact of potential disasters. At Sasken, the policy is to have a Disaster Recovery Plan (DRP) as well as a Business Continuity Plan (BCP) to minimize the adverse impact on the business during and after a disaster and to facilitate the speedy recovery of operations. The DRP / BCP document lays down the principles and processes that go into creating an effective DRP / BCP for various sections of the organization.
- The DRP specifies the steps to be followed in the event of a crisis with the aim of minimizing the impact of the event on the employees, other people on site, company resources and Sasken's Programs and to facilitate a speedy recovery of the business.
- The BCP lays down the steps and actions to be taken to enable resumption of the operations that were disrupted by a disaster within the shortest possible timeframe.
- Sasken DRP and BCP are an independent set of activities coordinated by independent groups identified for each purpose. However, the two would often run in parallel in time frame and would thus require active co-ordination between the groups.
- At Sasken, a disaster is likely to affect different business functions in different ways. Thus, the impact of a potential disaster must be measured by the impact it has on the critical business functions of Sasken. The Sasken Management Team identifies its most critical business functions and then measures the impact of the disaster on each of these.
- The DRP and BCP is a comprehensive set of steps to be taken before, during, and after a disaster. The plan is well documented, communicated, and tested to ensure the continuity of business operations and availability of critical resources after a disaster.
- The plan is tested at regular intervals thus ensuring implementation effectiveness and efficiency. The BCP details the various possible incidents including the worst loss scenario level e.g., total loss or denial of access of the site. For incidents that result in lesser consequences, the relevant parts of the plan are selected.

## Annexure to Board's Report (Contd.)

- There is a Defined BCP calendar planned at the beginning of the year and the same is executed during the year to ensure that the BCP is tested and updated at regular intervals.
8. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.
- None.
9. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.
- 17.64%.

### PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

#### Essential Indicators

1. a. Number of affiliations with trade and industry chambers / associations.
- The Company has affiliations with 5 (five) trade and industry chambers / associations.
- b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of / affiliated to.
- | S. No. | Name of the trade and industry chambers / associations           | Reach of trade and industry chambers/ associations (State / National) |
|--------|--|---|
| 1      | National Association of Software and Service Companies (NASSCOM) | National  |
| 2      | National HRD Network   | National  |
| 3      | Karnataka Employers' Association                                 | State   |
| 4      | Electronics and Computer Software                                | National  |
| 5      | Indian Computer Emergency Response Team (CERT-IN)                | National  |
2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.
- We have not received adverse orders from regulatory authorities.

#### Leadership Indicators

1. Details of public policy positions advocated by the entity:
- We forward our representation and suggestions on any matters impacting us or the industry, which may also be of benefit for all the entities, through any one or more of the Trade bodies. Whenever the Trade bodies seek comments and views on any topic, we share those with the bodies concerned and which is sent to those policy makers / Governments as the Trade Body's representation.

### PRINCIPLE 8: Businesses should promote inclusive growth and equitable development.

#### Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.
- Not applicable as none of the activities have been notified as SIA projects.
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:
- Not Applicable
3. Describe the mechanisms to receive and redress grievances of the community.
- The Company has established a mechanism wherein the local employees frequently interact with community members to identify and mitigate any concerns. The community, if they have any concerns directly interact and raise their issues.

## Annexure to Board's Report (Contd.)

The channels available for any grievance to be raised are as follows:

Email - Any grievance can be raised either by writing to [whistleblower@sasken.com](mailto:whistleblower@sasken.com) or to [info@sasken.com](mailto:info@sasken.com). Each of these email IDs are mapped to the appropriate management representatives within Sasken.

Phone calls - Grievances can be raised on Sasken published Telephone numbers. There is a system to receive those calls and raise that with the respective functions within Sasken.

Letters - Grievances can be addressed to Sasken registered office address.

Personal visit to Sasken - Anyone can also walk into the office premise and register their grievances at the reception desk.

Every grievance however small it is, shall be addressed with utmost priority and shall be acknowledged and followed up till the resolution is done to the satisfaction of the complainant.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023	FY 2022
Directly sourced from MSMEs / small producers	21.90%	33.65%
Sourced directly from within the district and neighbouring districts		
- Within District	67.84%	78.79%
- Neighbouring District	32.16%	21.21%

### Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above):

Not applicable.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

Though we have undertaken several CSR activities in rural areas, none of the activities have currently been undertaken in the Aspirational Districts as defined by Niti Aayog.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes/No)

Yes. Due to the technology dependent sector, wherever possible we do procure from these sectors, guided by our procurement policy.

- (b) From which marginalized / vulnerable groups do you procure?

We purchase from enterprises run by Women entrepreneurs / Small business units run by Women, Entities supporting Tribal Artisans, differently abled people (Visually challenged), Entities supporting economically weaker sections, etc.

- (c) What percentage of total procurement (by value) does it constitute?

The total procurement from these groups will constitute 1.94% in FY 2023 from the above-mentioned categories.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Not applicable.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not applicable.



## Annexure to Board's Report (Contd.)

### 6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	SEWA Project	SEWA has been successfully using Sasken's solution - MMS (Membership Management System) for managing its membership base since March 2017. Both the android app and the portal application support Hindi, Bangla, Gujarati & English languages. Membership data has been uploaded from 10 states and 2 UT - Gujarat, J&K, UP, Rajasthan, Jharkhand, West Bengal, Maharashtra, Ladakh, Uttarakhand, Delhi, Punjab & Bihar. A total of 11.6 Lakh member data is managed by the system as on March 2023.	100%
2	Guardians of Dreams Foundation towards Scholastic awards to deserving children	150 students received scholastic awards.	100%
3	Royal Education and Charitable Trust (assist deprived in repairing their house)	1 Family	100%
4	Sasken Foundation	Domlur Senior Citizen charitable trust - 200 food kits donated and 2 patients supported for hospital expenses.  Organic Waste Composting - Environmental benefits - 38 Tons of Dry leaves. Effectively means so much less burning and so much less Air pollution. By Setting up and operating this unit, Sasken has contributed towards reducing approximately 45 Tons of CO <sub>2</sub> offset for FY 2023.	100%  NA

### PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner.

#### Essential Indicators

- Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Our endeavor is to delight the customer and add value in the process. We are committed to continuously improving on the service levels with focus of quality, enhanced with necessary tools and process and confirmed by the requisite quality certifications.

The feedback from customers, which we receive at periodic intervals, provides us with the much-needed inputs and to remain focused. This feedback indicates that we are on the right track.

- Turnover of products / services as a percentage of turnover from all products / service that carry information about:

Not applicable.

- Number of consumer complaints in respect of the following:

	FY 2023		Remarks	FY 2022		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data Privacy	We have not received any complaints on account of Data Privacy, Advertising, Cyber Security, Delivery of essential services, Restrictive and Unfair Trade Practices.					
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair Trade Practices						
Other						

## Annexure to Board's Report (Contd.)

4. Details of instances of product recalls on account of safety issues:

Not applicable.

5. Does the entity have a framework / policy on cyber security and risks related to data privacy? **(Yes/No)** If available, provide a web-link of the policy.

Yes, Sasken has a policy on cyber security and risks related to data privacy.

Since customers of Sasken operate in multiple jurisdictions around the world, we have adopted the privacy requirements to our entire services offered globally. We believe that use of uniform rules and program logic at our end will greatly help and enhance our customers' ability to comply with the Data privacy requirements in accordance with **Data Protection Regulations and prevalent laws across the globe**. A comprehensive applicability of respective policy elements as defined in Sasken Data Privacy Policy, applicable to various jurisdictions is accessible at Sasken Management System (intranet).

The needs and expectations of Interested parties in context of Data privacy is documented and defined internally and hosted in Sasken Management system, in addition, following is considered for the Needs and Expectations of Interested parties in context of Privacy controls at Sasken.

- Rights of Data Subjects.
- Requirements from Regulatory bodies like EU-GDPR/UK-GDPR/CCPA/PDPB and other data privacy controllers in Japan, Singapore, etc.
- Requirements from macro-economic changes which affects the PIMS (like recession).
- Requirements stated in the Data privacy agreements with Interested parties (like customers, vendors/suppliers, 3<sup>rd</sup> party sub-contracting firms/sub-contractors etc.) where obligations related to Controller, Processor, Sub-processor are clearly documented.
- Organization's own requirement in the data processing across countries, through binding corporate agreements.

All the matters related to the organization (Internal issues) are comprehensively identified in Integrated Management Systems Policy, and Privacy as a key consideration in these matters is defined in the needs and expectations from the interested parties in Data Retention and Disposal.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

There were no such instances in the current year.

### Leadership Indicators

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

Details about our offerings and services are available at [www.sasken.com](http://www.sasken.com).

2. Steps taken to inform and educate consumers about safe and responsible usage of products and / or services.

In the industry we operate, the output we provide to customers are in the nature of bundled software codes, for which these do not apply.

3. Mechanisms in place to inform consumers of any risk of disruption / discontinuation of essential services.

We have implemented and follow the necessary safeguards for ensuring that the consumers and all other stakeholders are very well informed. For more details, please refer to Question 7 in Principle 6 (Leadership Indicators).

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes / No / Not Applicable) If yes, provide details in brief.

Not applicable.

- 4A. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes / No)

Yes. Sasken has Customer centricity as a core value in the Company.

We periodically carry out unbiased Customer satisfaction surveys to gauge ourselves before our customers and obtain quantitative and qualitative insights on our services in terms of excellence and value delivered to our customers. The survey enables us to comprehensively understand the expectations from customers, their needs and serves as one of the key inputs for

## Annexure to Board's Report (Contd.)

us to make right business decisions. The survey framework includes a structured questionnaire, and the feedback is collected through a web survey hosted on our Company portal. The survey is designed to provide the following insights:

- Client expectations and fulfilment on their experience in Sales, Pre-sales, Delivery execution and post-delivery phases.
- Overall experience of working with Sasken as an organization, reflected through the Net Promoter Score questionnaire.
- Their feedback on value delivered through various project deliveries successfully.

Our Engineering and Sales team uses this information for reviewing their relationships with customers and identify areas of continual improvement to meet and exceed customer expectations. It also provides us an indicator for our investors to trust us in our service commitment to our key customers.

Our latest annual customer survey analysis conducted in FY 2023 indicates that a large set of customers are delighted with Sasken, sustaining the healthy, positive client sentiment attained over the years. Client sentiment around our resilience, agility, customer centricity, excellence in execution, quality of deliverables, post-delivery support and overall Company value, is extremely positive.

5. Provide the following information relating to data breaches:

- a. Number of instances of data breaches along-with impact
- b. Percentage of data breaches involving personally identifiable information of customers

We have no instances of data breach during FY 2023.

## LIMITED ASSURANCE REPORT

To,  
Board of Directors  
Sasken Technologies Limited  
139/25, Ring Road, Domlur, Bengaluru-560 071

Date: April 29, 2023

**Limited Assurance Report regarding Business Responsibility and Sustainability Report prepared for the financial year 1<sup>st</sup> April 2022 to 31<sup>st</sup> March 2023.**

In compliance with the regulation 34(2)(f) of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sasken Technologies Limited ("the Company") has prepared its Business Responsibility & Sustainability Report (BRSR) which shall form part of the Annual Report of the Company for the financial year 2022-23.

J Sundharesan & Associates ("JSA") was engaged by the Company to provide independent assurance on its sustainability disclosures in the Report that includes the Company's sustainability performance for the period April 1, 2022 to March 31, 2023.

We have performed an independent limited assurance engagement on the non-financial information mentioned in the Business Responsibility and Sustainability Report of Sasken Technologies Limited for the period ended on March 31, 2023.

### RESPECTIVE RESPONSIBILITIES

The Report content and its presentation are the sole responsibilities of the management of the Company. The Company's management is also responsible for the design, implementation, and maintenance of internal controls relevant to the preparation of the Report, so that it is free from material misstatement.

JSA's responsibility, as agreed with the management of the Company, is to provide assurance on the Report content as described in the 'Scope of assurance and methodology' section below. We do not accept or assume any responsibility for any other purpose or to any other person or organisation. Any reliance a third party may place on the Report is entirely at its own risk.

### ASSURANCE STANDARD

The assurance process was conducted in line with the requirements of NGRBC and other applicable guidelines.

### SCOPE OF ASSURANCE AND METHODOLOGY

The scope of assurance engagement was limited to review of Business Responsibility and Sustainability Report of the Company for the financial year 2022-23. The sustainability disclosures covered in our review included:

1. Analysing the policy framework of the Company in context of BRSR;
2. Reviewing the Stakeholder Identification and Engagement practices of the Company;
3. Aligning the facts and data provided by the Company with the disclosure requirements of the BRSR.

We conducted review and verification of data collection, collation and calculation methodologies and general review of the logic of inclusion/omission of relevant information/data in the Report.

Our review was limited to review of consistency of data/information within the report as well as between the report and source.

### LIMITATION TO OUR ENGAGEMENT

JSA did not perform any assurance procedures on the prospective information, such as targets, expectations, and ambitions, disclosed in the Report. Consequently, JSA draws no conclusion on the prospective information. JSA expressly disclaims any liability or co-responsibility for any decision a person or entity would make based on this Assurance Statement.

### OUR ASSURANCE TEAM AND INDEPENDENCE

J Sundharesan & Associates is a professional services firm providing corporate law advisory services to various fortune 500 Companies across India. Our non-financial assurance practitioners for this engagement are drawn from a dedicated Sustainability and ESG Team in the firm. This team comprises of multidisciplinary professionals, with expertise across the domains of sustainability, global sustainability reporting standards and principles, and related assurance standards. This team has extensive experience in conducting independent assurance of sustainability data, systems and processes across sectors and geographies.

### OUR OBSERVATIONS

The sustainability disclosures of the Company as defined under the scope of assurance are reliable. The Company has applied considerable efforts to ensure consistency of data for this Report; however, the Company may continue to improve robustness of its data collection and collation process.

## LIMITED ASSURANCE REPORT (Contd.)

### OUR CONCLUSION

Based on the scope of our review, our conclusions are outlined below:

1. **Inclusiveness:** Our limited engagement leads us to conclude that the Company has applied the principle of inclusivity in engaging with key stakeholder groups. The Company transparently disclosed its stakeholder engagement approach and activities in the Report.
2. **Materiality:** We noted that the Company has listed the material topics in the Report. Nothing has come to our attention that causes us to believe that any material topic has been excluded from the Report of the Company.
3. **Responsiveness:** Our limited engagement leads us to believe that the Company has applied the responsiveness principle for dealing with stakeholders (such as customers, suppliers, and local communities) on material topics covering its sustainability performance, including climate related risks and opportunities.

**For J Sundharesan & Associates**

**J. Sundharesan**  
**Founder & Chief Advisor**  
**FCS No.: 5229; CP No.: 5164**  
**UDIN: F005229E000228232**

## PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Name	Designation	Ratio
Mr. Rajiv C. Mody	Chairman & Managing Director	50.35
Mr. Bharat V. Patel	Independent Director	-
Ms. Madhu Khatri	Independent Director	-
Ms. Neeta S. Revankar*	Whole Time Director & CFO	3.80
Mr. Pranabh D. Mody	Non - Executive Director	-
Mr. Raja Ramana Macha**	Independent Director	-
Mr. Sanjay M. Shah	Independent Director	-
Mr. Som Mittal***	Independent Director	-
Mr. Sunil Sachan**	Independent Director	-
Mr. Sunirmal Talukdar	Independent Director	-
Dr. G. Venkatesh	Non - Executive Director	-

\*Stepped down as Whole Time Director & CFO effective June 30, 2022.

\*\*Co-opted by the Board as Additional Directors on January 24, 2023 and shareholders have approved their appointment as Independent Directors (Non-Executive) through Postal Ballot on March 21, 2023 for a term of up to five years.

\*\*\*Co-opted by the Board as Additional Director on April 21, 2022 and shareholders have approved the said appointment as an Independent Director at their meeting held on July 20, 2022 for a term of up to five years.

- ii. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year:

Name	Designation	% Increment
Mr. Rajiv C. Mody	Chairman & Managing Director	(8.1) <sup>#</sup>
Mr. Bharat V. Patel	Independent Director	-
Ms. Madhu Khatri	Independent Director	-
Ms. Neeta S. Revankar	Whole Time Director & CFO	(89.4) <sup>-</sup>
Mr. Pranabh D. Mody	Non - Executive Director	-
Mr. Raja Ramana Macha	Independent Director	-
Mr. Sanjay M. Shah	Independent Director	-
Mr. Som Mittal	Independent Director	-
Mr. Sunil Sachan	Independent Director	-
Mr. Sunirmal Talukdar	Independent Director	-
Dr. G. Venkatesh	Non - Executive Director	-
Mr. Abhijit Kabra*	Chief Executive Officer	-
Mr. Priyaranjan*	Chief Financial Officer	-
Mr. Paawan Bhargava	Company Secretary	91.7 <sup>§</sup>

<sup>#</sup>The decrease was on account of variable pay pay-out.

\*Appointed / Designated as Key Managerial Personnel (KMP) during FY23, accordingly no comparable figures available for FY22.

<sup>-</sup> Negative percentage is appearing on account of remuneration paid for 3 months i.e., up to the date of stepping down as Whole Time Director & CFO in FY23 compared to the remuneration paid for whole FY22.

<sup>§</sup>Designated as Company Secretary effective August 1, 2021, and accordingly, remuneration for FY22 is considered for part period i.e., August 1, 2021, to March 31, 2022 for comparison with FY23 resulting in higher percentage.

- iii. The percentage increase in the median remuneration of employees in the financial year:  
The median remuneration of the employees in the financial year was increased by 16.21%. The calculation of % increase in Median Remuneration is done based on comparable employees.
- iv. The number of permanent employees on the rolls of the Company:  
There were 1,429 permanent employees on rolls as on March 31, 2023.
- v. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:  
The employees have got an average increase of 11.16%. There was an increase in the remuneration to Chairman & Managing Director in FY23.
- vi. The key parameters for any variable components of remuneration availed by the Directors:  
NIL
- vii. Affirmation that the remuneration is as per the remuneration policy of the Company:  
Yes, it is as per the total rewards philosophy of the Company.

**Note:** Remuneration means Total salary (fixed + variable pay) at target 100%; excludes gratuity, stock options, if any and insurance premiums but includes Company contribution to Provident Fund.



## The year at a Glance - Consolidated (Non GAAP)

For the year	March 31, 2023		March 31, 2022	
	₹ Crores	Million US \$	₹ Crores	Million US \$
Export Sales	285.24	36.41	269.11	35.45
Domestic Sales	161.74	20.64	164.80	21.71
<b>Total Sales</b>	<b>446.98</b>	<b>57.05</b>	<b>433.91</b>	<b>57.16</b>
Other Income and Exchange gain / (loss)	29.73	3.80	35.33	4.65
Profit Before Interest, Taxes, Depreciation and Amortisation (PBIDTA)	100.79	12.86	129.08	17.00
PBIDTA as a Percentage of Revenue	22.5%	22.5%	29.7%	29.7%
Profit Before Taxes (PBT)	123.63	15.78	157.85	20.79
Profit After Tax (PAT)	99.47	12.70	128.24	16.89
Earnings Per Share ... Basic (in ₹ / US\$) <sup>1</sup>	66.14	0.84	85.31	1.12
Earnings Per Share ... Diluted (in ₹ / US\$) <sup>1</sup>	65.58	0.84	85.22	1.12
Equity Dividend Percentage (including Interim Dividends)	250%	250%	270%	270%
Equity Dividend Amount (including Interim Dividends)	37.61	4.80	40.62	5.35
Investment in Fixed Assets (Gross)	80.64	9.81	70.42	9.30
PBT as a Percentage of Average Net Worth	18%	18%	26%	26%
PAT as a Percentage of Average Net Worth	14%	14%	21%	21%
Revenue Per Person Year <sup>2</sup>	0.29	0.04	0.33	0.04
<b>At the end of the year</b>				
Total Assets	719.33	87.51	653.54	86.31
Fixed Assets (net)	39.08	4.75	34.43	4.55
Net Assets	89.68	10.91	71.97	9.50
Investment	582.20	70.83	538.69	71.14
Deferred tax asset	8.37	1.02	8.45	1.12
Net Worth	719.33	87.51	653.54	86.31

<sup>1</sup> Face value of ₹ 10 per share

<sup>2</sup> Quarterly average of all employees including the support staff, numbers are in ₹ Crores & US \$ Million

Notes : 1) To facilitate comparison figures in US\$ have been arrived at by converting Rupee figures as follows:

- at the average conversion rate for all revenue items.
- at the closing rate for all Balance Sheet items.

2) Previous year figures have been re-grouped / re-arranged, wherever necessary to conform to the current year's presentation.

## Financial Performance - A Seven Year Snapshot

*In Retrospect - Consolidated (Non GAAP)*

Particulars	Amount in ₹ Crores						
	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
<b>1) Revenue account</b>							
Sales / Revenue	467.28	503.02	504.31	492.22	444.84	433.91	446.98
PBIDTA	49.97	69.45	71.13	88.08	130.53	129.08	100.79
Depreciation & Amortization	6.62	6.22	6.60	11.16	10.19	6.51	6.76
PBIT & Exceptional Item	43.35	63.23	64.53	76.92	120.34	122.57	94.03
Other Income	32.78	36.43	46.02	35.75	29.62	35.33	29.73
Interest	-	-	-	0.70	0.47	0.05	0.13
Exceptional Income / (expenses)	20.25	-	-	-	-	-	-
Profit Before Tax (PBT)	96.38	99.66	110.55	111.97	149.49	157.85	123.63
Income Tax (Including withholding taxes and FBT)	11.69	17.24	20.13	33.14	34.94	29.61	24.16
Profit After Tax (PAT)	84.69	82.42	90.42	78.83	114.55	128.24	99.47
Other Comprehensive gain / (loss)	(2.34)	(4.66)	8.36	(19.73)	(10.37)	(0.76)	(2.67)
Total Comprehensive Income	82.35	77.76	98.78	59.10	104.18	127.48	96.80
Equity Dividend Amount (including Interim Dividends)	4.43	17.11	16.25	95.61	15.02	40.62	37.61
<b>2) Capital account</b>							
Share Capital	17.11	17.11	17.11	15.05	15.05	15.05	15.05
Other equity	544.42	603.91	680.87	460.41	549.50	638.49	704.28
Gross Block (Incl. Capital Work-in-Progress & Capital Advances)	43.48	49.96	59.34	71.48	60.96	70.42	80.64
Net Block (Incl. Capital Work-in-Progress & Capital Advances)	37.90	37.27	40.51	44.56	33.93	34.43	39.08
Investment	374.27	459.23	510.05	339.68	412.37	538.69	582.20
Deferred Tax Asset	2.93	7.34	2.69	12.01	5.89	8.45	8.37
Net Assets	146.43	117.18	144.73	79.20	112.36	71.97	89.68
<b>3) Other information</b>							
Total number of Shareholders	23,793	20,993	22,696	21,344	22,132	30,208	28,944

## Financial Performance - A Seven Year Snapshot (Contd.)

In Retrospect - Consolidated (Non GAAP)

Amount in ₹ Crores							
Particulars	2016-17	2017-18	2018-19	2019-20	2020-21	2021-22	2022-23
<b>4) Ratios</b>							
<b>a) Profitability / Efficiency</b>							
Sales/Total Income (%)	93%	93%	92%	93%	94%	92%	94%
PBIDTA/Total Income (%)	10%	13%	13%	17%	28%	28%	21%
EBITDA/Sales (%)	11%	14%	14%	18%	29%	30%	23%
PBIT & Exceptional Items/Total Income (%)	9%	12%	12%	15%	25%	26%	20%
PBT/Total Income (%)	19%	18%	20%	21%	32%	34%	26%
PAT/Total Income (%)	17%	15%	16%	15%	24%	27%	21%
Return on Average Net Worth (%)	16%	14%	14%	15%	22%	21%	14%
PAT/Average Net Worth (%)							
Return on Average Capital Employed (pre-tax) (PBT+ Interest)/Average Capital Employed (%)	18%	17%	17%	22%	29%	26%	18%
Return on Average Capital Employed (post-tax) (PAT+ Interest)/Average Capital Employed (%)	16%	14%	14%	15%	22%	21%	15%
Sales to Average Net Working Capital	3.8	3.8	3.7	4.3	4.6	4.7	5.5
Total Revenues to Average Total Assets	0.9	0.9	0.8	0.9	0.9	0.7	0.7
Fixed Assets Turnover	12.4	13.5	12.4	11.0	13.1	12.6	11.4
<b>b) Liquidity</b>							
Net Working Capital to Total Assets	0.3	0.2	0.2	0.2	0.2	0.1	0.1
Average Collection Period ( Days )	61	55	55	74	54	67	63
Current Ratio	1.7	1.6	2.8	1.8	2.3	1.5	2.3
<b>c) Leverage</b>							
Debt-Equity Ratio	-	-	-	-	-	-	-
Interest Cover	-	-	-	109.1	257.3	2,709.8	703.2
Total Assets / Net Worth	1.0	1.0	1.0	1.0	1.0	1.0	1.0
<b>d) Growth</b>							
Growth in Sales (%)	(3)%	8%	0%	(2)%	(10)%	(2)%	3%
Growth in PBIDTA (%)	6%	39%	2%	24%	48%	(1)%	(22)%
Net profit Growth (%)	(59)%	(3)%	10%	(13)%	45%	12%	(22)%

# Independent Auditor's Report

To the Members of Sasken Technologies Limited

## Report on the Audit of the Standalone Financial Statements

### Opinion

We have audited the accompanying Standalone Financial Statements of Sasken Technologies Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023 and its profit, other comprehensive income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	<p><b>Revenue Recognition from Fixed Price Contracts (Refer Note 3(c) to the Standalone Financial Statements)</b></p> <p>Revenue from fixed price contracts is recognized using percentage of completion method ("POC") as per the input method prescribed under Ind AS 115 - Revenue from contracts with customers ("Ind AS 115") where performance obligations are satisfied over time. The POC method involves computation of actual cost incurred till date and estimation of total future cost to be incurred towards remaining performance obligations over the life of the project, which involves following factors requiring significant auditor attention:</p> <ol style="list-style-type: none"> <li>there is an inherent estimation uncertainty relating to determination of the progress of each contract, cost incurred till date and future cost to complete the remaining performance obligation on the contract, given the customized nature of the contracts.</li> </ol>	<p>Our audit procedures related to estimation of total cost to complete the contract for fixed price contracts included but not limited to following:</p> <ol style="list-style-type: none"> <li>Obtained an understanding of the systems, processes and controls implemented by management for recording and computing revenue and associated contract assets and contract liabilities.</li> <li>Verified the design, implementation and operating effectiveness of the internal financial controls implemented by the Company with respect to estimation of future cost to completion, estimation of provision for onerous contract, measurement of contract assets, contract liabilities, total contract revenue on its completion, approval and recording of revenue on a test check basis.</li> <li>Internal Information Technology ('IT') specialists were involved to verify the design and operating effectiveness of key application controls relating to revenue recognition which, included testing of automated controls, system generated reports and system reconciliations.</li> <li>We performed below substantive audit procedures on a test check basis for fixed price contracts:- <ol style="list-style-type: none"> <li>Verified the contractual terms to identify the performance obligation and assessed the basis of revenue recognition in accordance with Ind AS 115;</li> <li>Compared the status of delivery of the milestones and customer acceptances with the agreed timelines as per the contract to identify possible delays in achieving the milestones which require changes in estimated cost to complete the contract;</li> </ol> </li> </ol>

## Independent Auditor's Report (Contd.)

Sr. No	Key Audit Matter	How the Key Audit Matter was addressed in our audit
	<p>ii. the estimation of total cost to complete the contract involves significant judgement throughout the period of contract and is subject to revision as the contract progresses based on latest available information and also involves critical estimates to make provision for onerous contract, if any;</p> <p>iii. At year end a significant amount of contract assets and contract liabilities related to each contract is to be identified which involve significant judgement and estimation.</p> <p>In view of above, the above matter has been identified as a key audit matter.</p>	<p>c. Performed inquiries with delivery / project managers to corroborate the status of contracts;</p> <p>d. Carried out a retrospective assessment of costs incurred with estimated costs to identify any significant variation and verified whether those variations have been considered in estimating the remaining costs to complete the contract.</p> <p>e. Verified that the revenue in foreign currency is recognised applying the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.</p> <p>f. Verified the mathematical accuracy of the calculation of revenue using the ratio of actual costs incurred to estimated costs;</p> <p>g. Verified the accuracy of the actual cost incurred in respect of fixed price contracts;</p> <p>h. Assessed the appropriateness of contract assets on Balance Sheet date by evaluating the underlying documentation to identify possible changes in estimated costs to complete the remaining performance obligations; and</p> <p>i. Inspected underlying documents to determine reasonableness of contract costs.</p> <p>v. On the basis of above procedures, verified that adequate provision has been accounted for in respect of onerous contracts.</p> <p>vi. Verified that the adequate disclosure has been made in respect of revenue from contracts with customers, contract assets and contract liabilities in compliance with the requirements of Ind AS 115 - 'Revenue from contracts with customer'.</p>
2	<p><b>Evaluation of uncertain tax positions (Direct Tax and Indirect Tax)</b></p> <p>Refer Note 33 to the Standalone Financial Statements</p> <p>The Company has ongoing litigations with respect to Direct tax and Indirect tax at various levels. There are significant matters of interpretation in terms of application of tax laws and rules to determine current and deferred taxes. The Company's tax positions are challenged by the tax authorities on a range of tax matters including indirect tax matters.</p> <p>This requires the Management to make significant judgements and evaluations of the outcome of uncertain tax positions that are currently in litigation before various tax authorities and thus it may significantly impact the recognition of liabilities and contingent liability related disclosure as per requirements of 'Ind AS 37 - Provisions, Contingent Liabilities, and Contingent Assets'.</p> <p>In view of the above and significance of the matter, this has been identified as a key audit matter.</p>	<p>Our audit procedures related to evaluation of uncertain tax positions included but not limited to following:</p> <p>i. Obtained a detailed understanding of the management's process for determining statutory liabilities, provisions and contingent liabilities pertaining to tax claims and disputes.</p> <p>ii. Verified the design, implementation, and operating effectiveness of key internal financial controls over review and approval of accounting of uncertain tax positions and related disclosures in the Standalone Financial Statements.</p> <p>iii. Obtained the details and understood the nature of tax positions and litigations pending against the Company by reading the minutes of various meetings and discussing the developments during the year for litigations with Chief Risk Officer and with other Senior Management personnel.</p> <p>iv. Obtained management's evaluation on outcome of these matters, where applicable.</p> <p>v. Read the orders received by the Company from the tax authorities.</p> <p>vi. We along with our internal tax experts:</p> <p>a. read and analysed key correspondences and relevant legal precedence and other rulings on test check basis;</p> <p>b. evaluated the Company's key underlying assumptions in estimating the tax provisions;</p> <p>c. assessed the Company's estimate of the possible outcome of the disputed cases.</p> <p>vii. Assessed whether the Company's disclosures in Note 33 to the Standalone Financial Statements - contingent liabilities and commitments, adequately disclose the relevant facts and circumstances of the Company in compliance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets and Ind AS 12 Income Tax.</p>

## Independent Auditor's Report (Contd.)

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the Standalone Financial Statements and our auditor's report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, changes in equity 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. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 Standalone Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Standalone Financial Statements.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
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 (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement of the books of account.
  - (d) In our opinion, the aforesaid Standalone Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the adequacy of the internal financial controls with reference to Standalone Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure C".



## Independent Auditor's Report (Contd.)

- (g) 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 Standalone Financial Statements – Refer Note 33 to the Standalone 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 has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entity(ies) identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entity(ies), including foreign entities (Funding Parties), with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Part ("Ultimate Beneficiaries") or provide any guarantee, security or the like of the Ultimate Beneficiaries.
  - (c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, and according to the information and explanations provided to us by the Management in this regard nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
  - v. On the basis of our verification, we report that:
    - (a) The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with Section 123 of the Companies Act 2013.
    - (b) The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Companies Act 2013 to the extent it applies to payment of dividend.
    - (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend. (Refer Note 15(g) to the Standalone Financial Statements).
  - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.
3. In our opinion, according to information, explanations given to us, the remuneration paid by the Company to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.

### For M S K A & Associates

#### Chartered Accountants

ICAI Firm Registration No. 105047W

#### Manish P Bathija

Partner

Membership No. 216706

UDIN: 23216706BGYHQA6216

Place: Bengaluru

Date: May 2, 2023

## Annexure A to the Independent Auditor's Report

### ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SASKEN TECHNOLOGIES LIMITED

#### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to Standalone Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements for the year ended March 31, 2023, and are therefore, the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**For M S K A & Associates**

**Chartered Accountants**

ICAI Firm Registration No. 105047W

**Manish P Bathija**

Partner

Membership No. 216706

UDIN:23216706BGYHQA6216

Place: Bengaluru

Date: May 2, 2023

## Annexure B to the Independent Auditor's Report

### ANNEXURE B TO INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SASKEN TECHNOLOGIES LIMITED FOR THE YEAR ENDED MARCH 31, 2023

[Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report]

- i. In respect of property, plant and equipment:
  - (a) A. The Company has maintained proper records showing full particulars including quantitative details and situation of property, plant and equipment and relevant details of right of use assets.  
B. The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has a regular programme for physical verification of its fixed assets by which all fixed assets and right of use assets are verified once in a period of three years. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. During the current year, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) as disclosed in the financial statements are held in the name of the Company.
  - (d) According to the information and explanations given to us, the Company has not revalued its property, plant and equipment (including Right of Use assets) or intangible assets or both during the year. Accordingly, the requirements under paragraph 3(i)(d) of the Order are not applicable to the Company.
  - (e) According to the information and explanations given to us, no proceeding has been initiated or pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988, as amended and rules made thereunder. Accordingly, the provisions stated in paragraph 3(i)(e) of the Order are not applicable to the Company.
- ii.
  - (a) The Company is involved in the business of rendering services. Accordingly, the provisions stated in paragraph 3(ii)(a) of the Order are not applicable to the Company.
  - (b) The Company has been sanctioned non-fund based working capital limits in excess of ₹ 5 crores in aggregate from Banks on the basis of security of current assets. According to the information and explanations given to us, the Company has not utilized such working capital limits and therefore, there is no requirement to submit Quarterly returns / statements filed with such Banks. Hence, reporting under paragraph 3(ii)(b) is not applicable.
- iii. According to the information and explanation provided to us and based on the audit procedures performed by us, we are of the opinion that the terms and conditions in relation to investments made are not prejudicial to the interest of the Company. The Company has not provided any guarantee or security or granted any loans or advance in the nature of loans, secured or unsecured, to companies, firms, limited liability partnership or any other parties.
- iv. According to the information and explanations given to us, the Company has neither, directly or indirectly, granted any loan, or provided guarantee or security to any of its directors or to any other person in whom the director is interested, in accordance with the provisions of Section 185 of the Act nor made investments through more than two layers of investment companies in accordance with the provisions of Section 186 of the Act. Accordingly, provisions stated in paragraph 3(iv) of the Order are not applicable to the Company.
- v. According to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the rules framed there under.
- vi. The provisions of sub-section (1) of Section 148 of the Act are not applicable to the Company as the Central Government of India has not specified the maintenance of cost records for any of the business activities of the Company. Accordingly, the provisions stated in paragraph 3(vi) of the Order are not applicable to the Company.
- vii.
  - (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, cess, and other statutory dues have been regularly deposited by the Company with appropriate authorities in all cases during the year.
  - (b) There are no undisputed amounts payable in respect of Goods and Services tax, provident fund, employees' state insurance, income-tax, duty of customs, duty of excise, cess, and other statutory dues in arrears as at March 31, 2023 for a period of more than six months from the date they became payable.
  - (c) According to the information and explanation given to us and examination of records of the Company, the outstanding dues of income-tax and service tax which have not been deposited on account of a dispute or contingent are as follows:

## Annexure B to the Independent Auditor's Report (Contd.)

Name of the Statute	Nature of dues	Amount ₹ (In lakhs)	Period to which the amount relates	Forum where dispute is pending	Remarks, if any
Income tax Act, 1961	Income Taxes and Interest	3.05	A.Y 2004-05	Income tax Appellate Tribunal	Not applicable
		90.80	A.Y 2009-10	Commissioner of Income tax (Appeals)	Not applicable
		1,189.57	A.Y 2010-11	Income tax Appellate Tribunal	Not applicable
		1,029.62	A.Y 2011-12	Not applicable	Order giving effects pending with Assessing officer
Income tax Act, 1961	Income taxes and Interest	2,727.42	A.Y 2011-12	Commissioner of Income tax (Appeals)	Not applicable
		203.39	A.Y 2012-13	Income tax Appellate Tribunal	Order giving effects pending with Assessing officer
		450.49	A.Y 2013-14	Income tax Appellate Tribunal	Order giving effects pending with Assessing officer
		72.91	A.Y 2013-14	Commissioner of Income tax (Appeals)	Not applicable
		202.17	A.Y 2014-15	Commissioner of Income tax (Appeals)	Not applicable
		7,992.93	A.Y 2016-17	High Court	Not applicable
		887.84	A.Y 2017-18	Commissioner of Income tax (Appeals)	Not applicable
		1,924.93	A.Y 2018-19	Commissioner of Income tax (Appeals)	Not applicable
		56.11	A.Y 2018-19	High Court	Not applicable
		32.52	A.Y 2018-19	Commissioner of Income tax (Appeals)	Not applicable
		55.37	A.Y 2019-20	High Court	Not applicable
		879.49	A.Y 2020-21	Commissioner of Income tax (Appeals)	Not applicable
		77.59	A.Y 2020-21	Commissioner of Income tax (Appeals)	Not applicable
Service Tax Rules, 1994	Service Tax and penalty	2,592.94	F.Y 2005-07	The Customs Excise and Service Tax Appellate Tribunal	Not applicable
Service Tax Rules, 1994	Service Tax and penalty	114.60	F.Y 2007-09	The Customs Excise and Service Tax Appellate Tribunal	Not applicable
		123.84	F.Y 2009-11	The Customs Excise and Service Tax Appellate Tribunal	Not applicable
		15.51	F.Y 2009-14	The Customs Excise and Service Tax Appellate Tribunal	Not applicable
		131.97	F.Y 2014-15	The Customs Excise and Service Tax Appellate Tribunal	Not applicable
		6,830.02	F.Y 2015-17	Commissioner of Central tax	Not applicable

- viii. According to the information and explanations given to us, there are no transactions which are not accounted in the books of account which have been surrendered or disclosed as income during the year in tax assessment of the Company. Also, there are no previously unrecorded income which has been now recorded in the books of account. Hence, the provision stated in paragraph 3(viii) of the Order is not applicable to the Company.
- ix. The Company does not have any loans or borrowings and repayment to lenders during the year. Accordingly, the provision stated in paragraph 3(ix) (a) to (c) and sub Clause (e) and (f) of the Order is not applicable to the Company.
- x. (a) In our opinion and according to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Hence, the provisions stated in paragraph 3(x)(a) of the Order are not applicable to the Company.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully, partly, or optionally convertible debentures during the year. Hence, the provisions stated in paragraph 3 (x)(b) of the Order are not applicable to the Company.

## Annexure B to the Independent Auditor's Report (Contd.)

- xi. (a) Based on our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we report that no material fraud by the Company nor on the Company has been noticed or reported during the course of our audit.  
(b) We have not come across of any instance of material fraud by the Company or on the Company during the course of audit of the Standalone Financial Statements for the year ended March 31, 2023, accordingly the provisions stated in paragraph (xi)(b) of the Order is not applicable to the Company.  
(c) As represented to us by the Management, there are no whistle-blower complaints received by the Company during the year.
- xii. The Company is not a Nidhi Company. Accordingly, the provisions stated in paragraph 3(xii) (a) to (c) of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Sections 177 and 188 of the Act, where applicable and details of such transactions have been disclosed in the Standalone Financial Statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.  
(b) We have considered internal audit reports of the Company issued till date for the year under audit.
- xv. According to the information and explanations given to us, in our opinion, during the year the Company has not entered into non-cash transactions with directors or persons connected with its directors and hence, provisions of Section 192 of the Act are not applicable to Company.
- xvi. (a) The Company is not required to be registered under Section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions stated in paragraph 3(xvi)(a) of the Order are not applicable to the Company.  
(b) The Company has not conducted any Non-Banking Financial or Housing Finance activities without any valid Certificate of Registration from Reserve Bank of India. Hence, the reporting under paragraph 3(xvi)(b) of the Order are not applicable to the Company.  
(c) The Company is not a Core investment Company (CIC) as defined in the regulations made by Reserve Bank of India. Hence, the reporting under paragraph 3(xvi)(c) of the Order are not applicable to the Company.  
(d) The Company does not have any CIC as part of its group. Hence the provisions stated in paragraph 3(xvi)(d) of the order are not applicable to the Company.
- xvii. Based on the overall review of Standalone Financial Statements, the Company has not incurred cash losses in the current financial year and in the immediately preceding financial year. Hence, the provisions stated in paragraph 3(xvii) of the Order are not applicable to the Company.
- xviii. There has been no resignation of the statutory auditors during the year. Hence, the provisions stated in paragraph 3(xviii) of the Order are not applicable to the Company.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us, the provisions of Section 135 of the Act are applicable to the Company. The Company has made the required contributions during the year and there are no unspent amounts which are required to be transferred to the special account as on the date of our audit report. Accordingly, the provisions of paragraph (xx)(a) to (b) of the Order are not applicable to the Company.

### For M S K A & Associates

#### Chartered Accountants

ICAI Firm Registration No. 105047W

#### Manish P Bathija

Partner

Membership No.216706

UDIN: 23216706BGYHQA6216

Place: Bengaluru

Date: May 2, 2023

## Annexure C to the Independent Auditor's Report

### ANNEXURE C TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SASKEN TECHNOLOGIES LIMITED

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditor's Report of even date to the Members of Sasken Technologies Limited on the Financial Statements for the year ended March 31, 2023]

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

##### Opinion

We have audited the internal financial controls with reference to Standalone Financial Statements of Sasken Technologies Limited ("the Company") as of March 31, 2023, in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to Standalone Financial Statements and such internal financial controls with reference to Standalone Financial Statements were operating effectively as at March 31, 2023 based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) (the "Guidance Note").

##### Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control with reference to Standalone Financial Statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

##### Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Standalone Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Standalone Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Standalone Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Standalone Financial Statements included obtaining an understanding of internal financial controls with reference to Standalone Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to Standalone Financial Statements.

##### Meaning of Internal Financial Controls With reference to Standalone Financial Statements

A Company's internal financial control with reference to Standalone Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Standalone Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.



## Annexure C to the Independent Auditor's Report (Contd.)

### Inherent Limitations of Internal Financial Controls With reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to Standalone Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Standalone Financial Statements to future periods are subject to the risk that the internal financial control with reference to Standalone Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**For M S K A & Associates**

**Chartered Accountants**

ICAI Firm Registration No. 105047W

**Manish P Bathija**

Partner

Membership No.216706

UDIN: 23216706BGYHQA6216

Place: Bengaluru

Date: May 2, 2023

## Standalone Balance Sheet

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

	Notes	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	3,283.52	3,191.77
Right to use assets	4	326.03	24.93
Capital work-in-progress	4a	2.92	2.43
Intangible assets	5	0.79	0.80
Financial assets			
Investments	6	53,316.32	52,197.96
Other financial assets	7	172.77	93.00
Deferred tax assets (net)	25	818.43	844.80
Other tax assets	25	4,695.98	4,302.89
Other non-current assets	8	1.23	-
<b>Total non-current assets</b>		<b>62,617.99</b>	<b>60,658.58</b>
<b>Current assets</b>			
Financial assets			
Investments	9	6,903.26	3,671.56
Trade receivables	10	6,022.71	7,076.55
Cash and cash equivalents	11	714.53	1,204.00
Other bank balances	12	18.66	16.21
Unbilled revenue		1,655.48	1,466.21
Derivative assets		-	249.61
Other financial assets	13	438.81	381.68
Contract assets	28	630.65	671.17
Other current assets	14	1,980.42	937.65
<b>Total current assets</b>		<b>18,364.52</b>	<b>15,674.64</b>
<b>TOTAL ASSETS</b>		<b>80,982.51</b>	<b>76,333.22</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	15	1,505.09	1,505.09
Other equity		70,304.48	64,151.39
<b>Total equity</b>		<b>71,809.57</b>	<b>65,656.48</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Lease liabilities	36	222.25	-
Provisions	16	703.58	768.71
<b>Total non-current liabilities</b>		<b>925.83</b>	<b>768.71</b>
<b>Current liabilities</b>			
Financial liabilities			
Trade payables	17		
Total outstanding dues to micro and small enterprises		45.01	102.73
Total outstanding dues to creditors other than micro and small enterprises		897.79	1,426.33
Lease liabilities	36	110.49	25.64
Other financial liabilities	18	1,950.40	3,437.04
Derivative liabilities		215.26	-
Deferred revenue	28	104.79	73.76
Other current liabilities	19	1,908.93	1,692.27
Provisions	20	1,033.56	1,054.52
Income tax liabilities (net)	25	1,980.88	2,095.74
<b>Total current liabilities</b>		<b>8,247.11</b>	<b>9,908.03</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>80,982.51</b>	<b>76,333.22</b>

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached.

for **M S K A & Associates**  
Chartered Accountants  
Firm's Registration Number: 105047W

**Manish P Bathija**  
Partner  
Membership No.216706

**Bengaluru**  
May 2, 2023

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

**Rajiv C. Mody**  
Chairman and Managing Director  
DIN: 00092037

**Priyaranjan**  
Chief Financial Officer

**Bengaluru**  
May 2, 2023

**Abhijit Kabra**  
Chief Executive Officer

**Paawan Bhargava**  
Company Secretary

## Standalone Statement of Profit and Loss

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>INCOME</b>			
Revenue from operations	21	35,096.95	38,589.13
Other income	22	6,456.92	4,544.25
<b>Total income</b>		<b>41,553.87</b>	<b>43,133.38</b>
<b>EXPENSES</b>			
Employee benefits expense	23	25,172.29	23,270.21
Finance cost		13.37	4.52
Depreciation and amortization expense	4, 5	581.23	586.05
Other expenses	24	4,393.78	3,647.26
<b>Total expenses</b>		<b>30,160.67</b>	<b>27,508.04</b>
<b>Profit before tax</b>		<b>11,393.20</b>	<b>15,625.34</b>
<b>Tax expense</b>	25		
Current income taxes		1,412.69	2,919.41
Deferred taxes		165.70	(124.17)
		<b>1,578.39</b>	<b>2,795.24</b>
<b>Profit for the year</b>		<b>9,814.81</b>	<b>12,830.10</b>
<b>Other comprehensive income / (losses)</b>			
<b>Items that will not be reclassified subsequently to the Statement of Profit and Loss</b>			
Remeasurement of defined benefit liability	30	(25.53)	119.38
Gain / (loss) on fair value changes for investments classified as fair value through other comprehensive income		(85.78)	8.25
Income tax relating to items that will not be reclassified subsequently to Profit and Loss	25	22.34	(3.73)
<b>Net other comprehensive gain that will not be reclassified subsequently to Profit and Loss</b>		<b>(88.97)</b>	<b>123.90</b>
<b>Items that will be reclassified subsequently to the Statement of Profit and Loss</b>			
Effective portion of gains / (losses) on hedging instruments in cash flow hedges	31	(460.03)	(248.66)
Income tax relating to items that will be reclassified to Profit and Loss	25	117.00	61.80
<b>Net other comprehensive income / (losses) that will be reclassified subsequently to Profit and Loss</b>		<b>(343.03)</b>	<b>(186.86)</b>
<b>Other comprehensive income / (losses) for the year, net of income tax</b>		<b>(432.00)</b>	<b>(62.96)</b>
<b>Total comprehensive income for the year</b>		<b>9,382.81</b>	<b>12,767.14</b>
<b>Earnings per share (EPS)</b>	26		
Basic EPS		65.21	85.24
Diluted EPS		64.65	85.15
<b>Weighted average equity shares used in computing earnings per share</b>			
Basic EPS		1,50,50,871	1,50,50,871
Diluted EPS		1,51,80,561	1,50,66,774

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached.

**for M S K A & Associates**

Chartered Accountants

Firm's Registration Number: 105047W

**Manish P Bathija**

Partner

Membership No.216706

**Bengaluru**

May 2, 2023

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

**Rajiv C. Mody**

Chairman and Managing Director

DIN: 00092037

**Priyaranjan**

Chief Financial Officer

**Bengaluru**

May 2, 2023

**Abhijit Kabra**

Chief Executive Officer

**Paawan Bhargava**

Company Secretary

## Standalone Statement of Changes in Equity

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### A. Equity share capital

Balance as at April 1, 2021	Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current year	Changes in equity share capital during the year	Balance as at March 31, 2022
A	B	C=A-B	D	E=C-D
1,505.09	-	1,505.09	-	1,505.09

Balance as at April 1, 2022	Changes in Equity Share capital due to prior period errors	Restated balance at the beginning of the current year	Changes in equity share capital during the year	Balance as at March 31, 2023
A	B	C=A-B	D	E=C-D
1,505.09	-	1,505.09	-	1,505.09

### B. Other equity

Particulars	Attributable to the owners of the Company							Total
	Reserves and surplus				Items of OCI			
	Capital reserve	Capital redemption reserve	Share based payment reserve	Retained earnings	Cash flow hedging reserve	Fair value through OCI of investments	Remeasurement of defined benefit liability	
Balance as at April 1, 2021	132.00	1,521.51	44.65	53,269.92	373.84	27.54	-	55,369.46
Profit for the year	-	-	-	12,830.10	-	-	-	12,830.10
Other comprehensive loss (net of taxes)	-	-	-	-	(186.86)	7.31	116.59	(62.96)
Dividends paid	-	-	-	(4,063.74)	-	-	-	(4,063.74)
Share based expense (net)	-	-	78.53	-	-	-	-	78.53
Transferred to retained earnings	-	-	-	116.59	-	-	(116.59)	-
Balance as at March 31, 2022	132.00	1,521.51	123.18	62,152.87	186.98	34.85	-	64,151.39

Particulars	Attributable to the owners of the Company							Total
	Reserves and surplus				Items of OCI			
	Capital reserve	Capital redemption reserve	Share based payment reserve	Retained earnings	Cash flow hedging reserve	Fair value through OCI of investments	Remeasurement of defined benefit liability	
Balance as at April 1, 2022	132.00	1,521.51	123.18	62,152.87	186.98	34.85	-	64,151.39
Profit for the year	-	-	-	9,814.81	-	-	-	9,814.81
Other comprehensive income (net of taxes)	-	-	-	-	(343.03)	(68.28)	(20.69)	(432.00)
Dividends paid	-	-	-	(3,762.72)	-	-	-	(3,762.72)
Share based expense (net)	-	-	533.01	-	-	-	-	533.01
Transferred to retained earnings	-	-	-	(20.69)	-	-	20.69	-
Balance as at March 31, 2023	132.00	1,521.51	656.19	68,184.27	(156.05)	(33.43)	-	70,304.48

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached.

for **M S K A & Associates**

Chartered Accountants

Firm's Registration Number: 105047W

**Manish P Bathija**

Partner

Membership No.216706

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

**Rajiv C. Mody**

Chairman and Managing Director

DIN: 00092037

**Priyaranjan**

Chief Financial Officer

**Abhijit Kabra**

Chief Executive Officer

**Paawan Bhargava**

Company Secretary

**Bengaluru**

May 2, 2023

**Bengaluru**

May 2, 2023

## Standalone Statement of Cash Flows

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Cash flows from operating activities:</b>		
Profit before tax	11,393.20	15,625.34
<b>Adjustments to reconcile net profit to net cash provided by operating activities</b>		
Depreciation and amortization expense	581.23	586.05
Interest income	(536.64)	(545.25)
Dividend income	(112.51)	(112.51)
Dividend income from subsidiaries	(3,562.90)	(1,091.34)
Gain on sale of investments	(594.40)	(293.12)
Gain on fair value changes on investments	(1,379.69)	(2,212.84)
Profit on sale of property, plant and equipment	(26.20)	(10.35)
Finance cost	13.37	4.52
Write back of unclaimed balances / provisions	(1.13)	(16.60)
Employee stock option compensation cost	533.01	78.53
Exchange differences on translation of assets and liabilities	(0.31)	(2.88)
(Reversal)/Provision for impairment of investment in subsidiaries	-	(74.43)
Allowance for expected credit impaired on financial assets	(0.19)	5.08
Others	4.84	(3.13)
<b>Changes in assets and liabilities:</b>		
Trade receivables, contract assets and unbilled revenue	905.28	(325.12)
Loans, other financial assets and other assets	(2,191.08)	(1,929.14)
Trade payables and deferred revenue	(555.23)	344.85
Provisions, other current financial liabilities and other current liabilities	(1,380.47)	1,378.74
<b>Cash generated from operating activities</b>	<b>3,090.18</b>	<b>11,406.40</b>
Income taxes refund / (paid)	28.69	(1,220.50)
<b>Net cash generated from operating activities (A)</b>	<b>3,118.87</b>	<b>10,185.90</b>
<b>Cash flows from investing activities:</b>		
Interest received	401.91	654.50
Dividend received	112.51	112.51
Dividend received from subsidiaries	2,758.48	1,091.34
Proceeds from sale of property, plant and equipment	26.20	28.85
Purchase of property, plant and equipment & Intangible assets	(607.78)	(443.22)
(Investment in) /repatriation from subsidiary	-	180.05
Payments to acquire investments	(39,314.64)	(43,197.08)
Proceeds from sale of investments	36,852.88	33,020.46
Investment in bank deposits	(2.45)	2,999.49
<b>Net cash generated from / (used in) investing activities (B)</b>	<b>227.11</b>	<b>(5,553.10)</b>
<b>Cash flows from financing activities</b>		
Lease payments	(73.05)	(46.86)
Dividend paid	(3,762.72)	(4,063.74)
<b>Net cash (used in) financing activities (C)</b>	<b>(3,835.77)</b>	<b>(4,110.60)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>(489.79)</b>	<b>522.20</b>
Cash and cash equivalents at the beginning of the year	1,204.00	678.90
Effect of exchange differences on translation of foreign currency cash and cash equivalents	0.32	2.90
<b>Cash and cash equivalents at the end of the year (Refer note 11)</b>	<b>714.53</b>	<b>1,204.00</b>

The accompanying notes form an integral part of these standalone financial statements.

As per our report of even date attached.

**for M S K A & Associates**

Chartered Accountants

Firm's Registration Number: 105047W

**Manish P Bathija**

Partner

Membership No.216706

**Bengaluru**

May 2, 2023

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

**Rajiv C. Mody**

Chairman and Managing Director

DIN: 00092037

**Priyaranjan**

Chief Financial Officer

**Bengaluru**

May 2, 2023

**Abhijit Kabra**

Chief Executive Officer

**Paawan Bhargava**

Company Secretary

## Notes to the Standalone Financial Statements

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 1. Company overview

Sasken Technologies Limited ("Sasken" or "the Company") is a specialist in Product Engineering and Digital Transformation providing concept-to-market, chip-to-cognition R&D services to global leaders in Semiconductor, Automotive, Industrials, Smart Devices & Wearables, Enterprise Grade Devices, SatCom and Transportation industries. For over 30 years and with multiple patents, Sasken has transformed the businesses of over a 100 Fortune 500 companies, powering over a billion devices through its services and IP.

Established in 1989, Sasken employs around 1,500 people, operating from state-of-the-art centers and offices in Bengaluru, Pune, Chennai and Kolkata (India), Kaustinen, Tampere and Vantaa (Finland). Sasken also has its presence across Germany, Japan and USA. Sasken has been listed in the National Stock Exchange of India Ltd. and BSE Ltd. since its initial public offering in 2005.

### 2. Basis of preparation

#### A. Basis of preparation

These standalone financial statements have been prepared in accordance with Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, (the 'Act') read with the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time and other relevant provisions of the Act (Ind AS).

Accounting policies have been applied consistently to all periods presented in these financial statements, except for the adoption of new accounting standards and amendments to the existing accounting standards, effective as of April 1, 2023, as disclosed in note 3 below.

The financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the Statements of Profit and Loss and Balance Sheet. These items are disaggregated separately in the notes to the standalone financial statements, where applicable.

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts included in these financial statements are reported in INR (₹ in lakhs), except share and per share data, unless otherwise stated.

#### B. Basis of measurement

These standalone financial statements have been prepared on the historical cost convention and on an accrual basis of accounting, except for the following material items which have been measured at fair value as required by relevant Ind AS:

Items	Measurement basis
Derivative financial instruments	Fair value
Investments classified as fair value through profit or loss and OCI	Fair value
Net defined benefit (asset) / liability	Fair value of plan assets less present value of defined benefit obligations
Stock options	Fair value

#### C. Use of estimates and judgments

In preparing these standalone financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

#### Assumptions and estimation uncertainties

Information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have a significant effect on the amounts recognized in the standalone financial statements are included in the following notes:

##### a) Revenue recognition:

The Company uses the percentage of completion i.e. input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in



## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

estimating the future costs to complete include estimates of future labor costs and productivity efficiencies. Because the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, recognized revenue and profit are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable.

### b) Impairment testing (non-financial assets):

Investments in subsidiaries and intangible assets are tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or cash generating units to which these pertain is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less costs to sell. The calculation of value in use of a cash generating unit involves use of significant estimates and assumptions which includes growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

### c) Income taxes:

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

### d) Deferred taxes:

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

### e) Defined benefit plans and compensated absences:

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on remeasurement valuation using the projected unit credit method. A remeasurement valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and fair value of plan assets. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### f) Expected credit losses on financial assets:

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Company uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Company's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

### g) Other estimates:

Fair valuation of derivative hedging instruments designated as cash flow hedges involves significant estimates relating to the occurrence of the highly probable cash flow forecast transaction.

## D. Measurement of fair values:

Some of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); or

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### 3. Significant accounting policies

#### (a) Property, plant and equipment (including intangible assets)

##### i. Recognition and measurement

Items of property, plant and equipment are measured at cost less accumulated depreciation / amortization and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

The cost of property, plant and equipment not available for use as at each reporting date is disclosed under capital work-in-progress.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in Statement of Profit and Loss.

##### ii. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the incremental future economic benefits associated with the expenditure will flow to the Company.

##### iii. Depreciation and amortization

Based on an independent assessment, Management has estimated the useful lives of the following classes of assets, which are lower than or equal to those indicated in Schedule II of the Companies Act, 2013. Management believes this best represents the period over which they expect to use these assets. Depreciation is provided using the straight line method (SLM), over the estimated useful life of the asset, as follows:

Assets block	Estimated useful life	Useful life as per Schedule II
Buildings	20	60
Computers	3	3
Electrical fittings	5	10
Furniture and fixtures	10	10
Office equipment	5	5
Vehicles	5	8
Plant and equipment	5	15

Leasehold improvements are amortized over the shorter of estimated useful life of the assets or the related lease term. Freehold land is not depreciated.

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

Intangible assets are amortized over the estimated useful life (3 to 5 years), on a straight line basis.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work-in-progress.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### (b) Leases

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

#### Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company measures the lease liability at the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Company measures the right-of-use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the Balance Sheet immediately before the date of initial application. The right-of-use assets is depreciated using the straight-line method from the date of initial application over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the Statement of Profit and Loss.

The Company has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

### (c) Revenue

The Company derives revenues from rendering software services, installation and commissioning services and maintenance services.

Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration which the Company expects to receive in exchange for those services.

#### i. Time and Material contracts

Revenue and costs relating to time and material contracts are recognized as and when the services are rendered.

#### ii. Fixed-price contracts

Revenue from fixed price service contracts and customized technology developments is recognized based on the percentage of completion method (POC) of accounting with contract cost incurred determining the degree of completion of the performance obligation. Revenue from maintenance contracts is recognized ratably over the term of the maintenance arrangement.

The solutions offered by the Company may include supply of third-party software. In such cases, revenue for supply of such third party software are recorded at gross or net basis depending on whether the Company is acting as the principal or as an agent of the customer. The Company recognizes revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

#### iii. Others

Revenue from royalty is recognized when the later of the following events occurs:

- a) the subsequent sale or usage occurs; or
- b) the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied (or partially satisfied).

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Deferred revenue ("contract liability") is recognized when there is billings in excess of revenues. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Interest income is recognized as it accrues in the Statement of Profit and Loss using effective interest rate method. Dividend income is recognized when the right to receive the dividend is established.

In accordance with Ind AS 37, the Company recognizes an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Company reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

The Company disaggregates revenue from contracts with customers by geography and nature of services.

### Use of significant judgements in revenue recognition:

The Company's contracts with customers include promises to transfer services to a customer. The Company assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

The Company uses judgement to determine an appropriate standalone selling price for a performance obligation. The Company allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct service promised in the contract.

The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

## (d) Foreign currency

### (i) Foreign currency transactions

#### Initial recognition

Transactions in foreign currency are translated into the reporting currency by applying to the foreign currency amount, the exchange rate prevailing on the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation at the exchange rates prevailing at the reporting date, of monetary assets and liabilities denominated in foreign currencies are recognized in the Statement of Profit and Loss and reported within foreign exchange gains / (losses), net within results of operating activities, except when deferred in other comprehensive income as qualifying cash flow hedges.

Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate on the date of the transaction.

### (ii) Foreign operations

The assets and liabilities of foreign operations are translated into INR, the functional currency of the Company, at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into INR at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction.

## (e) Financial instruments

### i. Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Company becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss, transaction costs that are directly attributable to its acquisition or issue.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### ii. Classification and subsequent measurement

#### Financial assets:

On initial recognition, a financial asset is classified as measured at amortized cost or fair value through profit and loss (FVTPL) or fair value through other comprehensive income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income:

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

All financial assets not classified as measured at amortized cost or FVTOCI are measured at FVTPL. This includes all derivative financial assets.

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in Statement of Profit and Loss.
Financial assets at FVTOCI	These assets are subsequently measured at fair value. Net gains and losses, are recognized in Other Comprehensive Income
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in Statement of Profit and Loss.

#### Financial liabilities:

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognized in Statement of Profit and Loss.

### iii. Derecognition

#### Financial assets:

The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

#### Financial liabilities:

The Company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expired.

The Company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in Statement of Profit and Loss.

### iv. Derivative financial instruments and hedge accounting

The Company is exposed to foreign exchange risk from monetary assets, liabilities and forecasted cash flows denominated in foreign currencies. The Company limits the effect of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Company enters into derivative financial instruments where the counterparty is a bank.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Subsequent to initial recognition, derivative financial instruments are measured as described below:

### Cash flow hedges

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in OCI and accumulated in other equity under cash flow hedging reserve. The effective portion of changes in the fair value of the derivative that is recognized in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in Statement of Profit and Loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or, for other cash flow hedges, it is reclassified to Statement of Profit and Loss in the same period or periods as the hedged expected future cash flows affect profit or loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to Statement of Profit and Loss.

## (f) Impairment

### i. Impairment of financial instruments

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 180 days or more;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible defaults over the expected life of a financial instrument.

### ii. Impairment of non-financial assets

The Company's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal (FVLCD) and its value-in-use (VIU). The VIU of long-lived assets is calculated using projected future cash flows. FVLCD of a cash generating unit is computed using turnover and earnings multiples. Impairment losses are recognized in the Statement of Profit and Loss. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognized are reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognized initially.



## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### (g) Equity

#### i. Share capital and share premium

The authorized share capital of the Company as of March 31, 2023 and March 31, 2022 is ₹ 5,500 lakhs i.e. 550 lakh equity shares of ₹ 10 each, par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as share premium.

Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholders' meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholders' meeting.

#### ii. Capital reserve

Capital reserve amounting to ₹ 132 lakhs (March 31, 2022: ₹ 132 lakhs) is not freely available for distribution.

#### iii. Capital redemption reserve

Capital redemption reserve amounting to ₹ 1,521.51 lakhs (March 31, 2022: ₹ 1,521.51 lakhs) is not freely available for distribution.

#### iv. Retained earnings

Retained earnings comprises of the Company's undistributed earnings after taxes and is available for dividend distribution.

#### v. General reserve

General reserve comprises of the Company's undistributed earnings after taxes and is available for dividend distribution.

#### vi. Other comprehensive income

Changes in the fair value of financial instruments measured at fair value through other comprehensive income and remeasurement gains and losses on defined benefit plans are recognized in other comprehensive income (net of taxes), and presented within equity as other comprehensive income.

##### a) Cash flow hedging reserve

Changes in fair value of derivative hedging instruments designated and effective as a cash flow hedge are recognized in other comprehensive income (net of taxes), and presented within equity as cash flow hedging reserve.

##### b) Remeasurement gains / losses

Remeasurement gains / losses on defined benefit plans are recognized in Other Comprehensive Income (net of taxes) and presented in within equity.

### (h) Employee benefits

#### i) Post-employment and pension plans

The Company's employees participate in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Company's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits. The related remeasurement and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee renders service. Under a defined benefit plan, it is the Company's obligation to provide agreed benefits to the employees. The related remeasurement and investment risks fall on the Company. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

All remeasurement gains or losses are immediately recognized in Other Comprehensive Income, net of taxes and permanently excluded from Statement of Profit and Loss. Further, the profit or loss will not include an expected return on plan assets. Instead net interest recognized in profit or loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognized as part of remeasurement of net defined liability or asset through other comprehensive income, net of taxes. The Company has the following employee benefit plans:

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### i. Gratuity

The Company provides for gratuity, a defined benefit plan covering all eligible employees. The plan provides a lump sum payment to eligible employees at retirement or on termination of employment based on the salary of the respective employee and the years of employment with the Company.

The Company contributes to gratuity funds maintained by third parties, such as insurance companies and mutual funds. The amount of contribution is determined based upon remeasurement valuations as at the period end using the projected unit credit method. Provision is made for the shortfall between the remeasurement valuation carried out as at Balance Sheet date as per projected unit credit method and the fair value of the plan assets with the third parties, such as insurance companies and mutual funds.

Remeasurements of the net defined benefit liability, which comprise remeasurement gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI, net of taxes. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

### ii. Provident fund

Employees in India are eligible to receive provident fund benefits through a defined benefit plan in which the employees and the employer make monthly contributions to the plan. A portion of the contribution is made to the approved provident fund trust managed by the Company while the remainder of the contribution is made to the Government administered pension fund. The Provident Fund Trust guarantees a specified rate of return on such contributions. The contributions made to the Trust managed by the Company is accounted for as a defined benefit plan as the Company is liable for any shortfall in the Trust's assets based on the Government specified rate of return. The contributions made to the Government administered Pension Fund is accounted for as a defined contribution plan as the Company has no obligation other than to make such contributions.

### iii. Pension

In case of Germany branch, pension contributions are made as per the local laws and regulations. The Company provides for these pension benefits, a defined benefit plan, covering all eligible employees. The plan provides for various pension benefits to eligible employees at retirement or on termination of employment based on earnings of the respective employee and the years of employment with the Company. The Company contributes to a reinsured support fund maintained by an external agency. The contributions made by the employer are charged to the Statement of Profit and Loss on accrual basis. Provision is made for the shortfall between the remeasurement valuation carried out as at the year end are based on the projected unit credit method and the plan assets.

For other overseas branches, social security contributions are made as per the respective local laws and regulations. The same is charged to the Statement of Profit and Loss on an accrual basis. There are no obligations beyond the respective entity's contributions.

Remeasurements of the net defined benefit liability, which comprise remeasurement gains and losses are recognized in OCI.

### II) Superannuation

The Company contributes to a superannuation scheme, a defined contribution plan maintained by an insurance company. Such contributions are charged to the Statement of Profit and Loss on an accrual basis. The Company has no other obligations beyond its monthly contributions.

### III) Short - term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short-term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

### IV) Compensated absences

The Company's employees are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Company records an obligation for compensated absences in the period in which

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

the employee renders the services that increases this entitlement. The Company measures the expected cost of compensated absences as the additional amount that the Company expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Company recognizes accumulated compensated absences based on remeasurement valuation using the projected unit credit method. Non-accumulating compensated absences are recognized in the period in which the absences occur.

Accumulated leaves, which are expected to be utilized within the next twelve months and not eligible to be carried forward to future years, is treated as short term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. These amounts are charged to the Statement of Profit and Loss.

### (i) Income taxes

Income tax comprises current and deferred tax. It is recognized in Statement of Profit and Loss, except to the extent that it relates to a business combination or to an item recognized directly in equity or in Other Comprehensive Income.

#### i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date and applicable for the period. Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or to realize the asset and settle the liability simultaneously.

#### ii. Deferred tax

Deferred tax is recognized using the Balance Sheet approach in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- Temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss at the time of the transaction;
- Temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets, whether unrecognized or recognized, are reviewed at each reporting date and are recognized/reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

### (j) Earnings per share

Basic earnings per share is computed 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. The weighted average number of equity shares outstanding during the year is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) and buy back of shares. Shares bought back are considered to have been bought back at the beginning of the year, irrespective of the date of buy back.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

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 is adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

### (k) Provisions and contingencies

A provision is recognized when the Company 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 their 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.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a best estimate of such obligation.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. A contingent asset is neither recognized nor disclosed in the financial statements.

### (l) Cash and cash equivalents

Cash and cash equivalents in the Cash Flow Statement comprise of cash at bank and in hand and short term investments with an original maturity value of three months or less. The Cash Flow Statement is prepared under the indirect method.

### (m) Stock compensation expense

Measurement and disclosure of the employee share-based payment plans is done in accordance with Ind AS 102 share based payments. The Company accounts for stock compensation expense based on the fair value of the options granted, determined on the date of grant. Compensation expense is amortized over the vesting period of the option on a straight-line basis. The accounting value of the options outstanding net of the deferred compensation expense is reflected as employee stock options outstanding.

## 3a. Recent Indian Accounting Standards (Ind AS)

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 31, 2023, MCA notified the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and the impact of the amendment is insignificant in the Standalone Financial Statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone Financial Statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Company has evaluated the amendment and there is no impact on its Standalone Financial Statements.

**Notes to the Standalone Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

4. Property, plant and equipment											
Particulars	Freehold land	Buildings	Leasehold improvements	Computers	Electrical fittings	Furniture and fixtures	Office equipment	Plant and equipment	Vehicle	Total	Right to use - Buildings
Gross carrying amount											
As at April 1, 2021	2,287.67	829.37	41.08	1,745.50	129.85	260.24	474.37	290.65	10.25	6,068.98	-
Additions	-	24.06	(24.06)	384.30	1.80	1.11	50.02	-	-	437.23	67.98
Disposals	-	(6.88)	(10.69)	(32.11)	(0.08)	(1.52)	(6.86)	(27.70)	(10.25)	(96.09)	-
As at March 31, 2022	2,287.67	846.55	6.33	2,097.69	131.57	259.83	517.53	262.95	-	6,410.12	67.98
As at April 1, 2022	2,287.67	846.55	6.33	2,097.69	131.57	259.83	517.53	262.95	-	6,410.12	67.98
Additions	-	-	-	536.18	13.64	32.92	21.01	-	1.26	605.01	366.78
Disposals	-	(0.37)	-	(271.07)	(2.64)	(0.88)	(4.26)	-	-	(279.22)	-
As at March 31, 2023	2,287.67	846.18	6.33	2,362.80	142.57	291.87	534.28	262.95	1.26	6,735.91	434.76
Accumulated depreciation											
As at April 1, 2021	-	826.72	10.13	1,312.36	84.69	95.74	289.40	151.88	3.60	2,774.52	-
Depreciation for the year	-	2.17	-	358.12	14.82	22.70	79.41	43.28	0.92	521.42	43.05
Disposals	-	(6.88)	(3.80)	(32.07)	(0.08)	(1.41)	(3.96)	(24.88)	(4.52)	(77.60)	-
As at March 31, 2022	-	822.01	6.33	1,638.41	99.43	117.03	364.85	170.28	-	3,218.34	43.05
As at April 1, 2022	-	822.01	6.33	1,638.41	99.43	117.03	364.85	170.28	-	3,218.34	43.05
Depreciation for the year	-	1.88	-	361.99	15.93	24.18	67.55	41.72	0.02	513.27	65.68
Disposals	-	(0.37)	-	(271.07)	(2.64)	(0.88)	(4.26)	-	-	(279.22)	-
As at March 31, 2023	-	823.52	6.33	1,729.33	112.72	140.33	428.14	212.00	0.02	3,452.39	108.73
Net carrying amount											
As at March 31, 2022	2,287.67	24.54	-	459.28	32.14	142.80	152.68	92.67	-	3,191.77	24.93
As at March 31, 2023	2,287.67	22.66	-	633.47	29.85	151.54	106.14	50.95	1.24	3,283.52	326.03

4a.

All amounts in capital work-in-progress are less than a year as at each reporting date. There are no projects whose completion is over due or has exceeded its cost compared to original plan.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 5. Intangible assets

Particulars	Computer Software	Total
<b>Gross carrying amount</b>		
As at April 1, 2021	167.60	167.60
Additions	4.19	4.19
Disposals	-	-
As at March 31, 2022	171.79	171.79
As at April 1, 2022	171.79	171.79
Additions	2.27	2.27
Disposals	-	-
As at March 31, 2023	174.06	174.06
<b>Accumulated amortisation</b>		
As at April 1, 2021	149.41	149.41
Amortisation for the year	21.58	21.58
Disposals	-	-
As at March 31, 2022	170.99	170.99
As at April 1, 2022	170.99	170.99
Amortisation for the year	2.28	2.28
Disposals	-	-
As at March 31, 2023	173.27	173.27
<b>Net carrying amount</b>		
As at March 31, 2022	0.80	0.80
As at March 31, 2023	0.79	0.79

### 6. Investments

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current investments</b>		
Investments in subsidiary companies	2,000.09	2,000.09
Preference securities	1,500.00	1,500.00
Investments in joint ventures	-	-
Tax free bonds	3,329.79	5,385.58
Non convertible debentures	701.48	701.63
Fixed maturity plans	1,585.05	1,534.03
Arbitrage funds	9,912.38	12,458.33
Equity linked funds	10,392.61	9,350.96
Debt Exchange Traded Funds	8,991.08	9,857.43
Corporate bond funds	12,215.92	7,950.71
Market linked debentures	-	399.45
Perpetual bonds	759.64	789.75
Zero coupon bonds	1,334.14	-
Alternative Investment Funds	594.14	270.00
Other Investments	-	-
<b>Total</b>	<b>53,316.32</b>	<b>52,197.96</b>
<b>Non-current investments</b>		
(a) <b>Investments in subsidiary companies at cost</b>		
Sasken Communication Technologies Mexico S.A. de C.V., Mexico		
9,600 (March 31, 2022: 9,600) equity shares of Mexican Peso 500 each, fully paid up	176.75	176.75
(Less): Provision for diminution in value of investment	(176.75)	(176.75)
	-	-



## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 6. Investments (Contd.)

Particulars	As at March 31, 2023	As at March 31, 2022
Sasken Finland Oy		
20,197 (March 31, 2022: 20,197) equity shares of EUR 1 each, fully paid up	17,843.13	17,843.13
(Less): Provision for diminution in value of investment	(16,418.52)	(16,418.52)
	1,424.61	1,424.61
Sasken Inc., USA		
61,887,680 (March 31, 2022: 61,887,680) equity shares of USD 0.01 each, fully paid up	6,883.93	6,883.93
(Less): Provision for diminution in value of investment	(6,308.45)	(6,308.45)
	575.48	575.48
<b>Total</b>	<b>2,000.09</b>	<b>2,000.09</b>

### (b) Investment in unquoted preference shares at amortized cost

Axiom Research Labs Private Ltd.		
424 (March 31, 2022: 424) preference shares of ₹10 each, fully paid up	237.06	237.06
Less: Provision for diminution in value of investment	(237.06)	(237.06)
	-	-
Tata Capital Limited		
150,000 (March 31, 2022: 150,000) 7.50% fully paid non-convertible Cumulative Redeemable non-participating Preference shares ("CRPS") of ₹ 1,000 each, fully paid up	1,500.00	1,500.00
<b>Total</b>	<b>1,500.00</b>	<b>1,500.00</b>

### (c) TACO Sasken Automotive Electronics Limited ("TSAE") (formerly known as TACO Sasken Automotive Electronics Private Limited)

The Company had a 50% interest in a joint venture company, TACO Sasken Automotive Electronics Limited (formerly known as TACO Sasken Automotive Electronics Private Limited) ("TSAE") in Pune. The shareholders of TSAE have resolved that the company be wound up voluntarily. Requisite documents have been filed with the Registrar of Companies. During the previous year ended March 31, 2022, the Company has sold its stake to Sasken Employees Welfare Trust (Controlled Trust) for an amount of ₹ 1.99 lakhs. The proceeds realised in excess of the carrying value of the investment has been considered as reversal of impairment provision created earlier which is presented in "Other expenses" (refer note 24).

### (d) Investment in quoted tax free bonds at amortized cost

Particulars	As at March 31, 2023	As at March 31, 2022
60,400 (March 31, 2022: 60,400) 7.28% IRFC tax free bonds, face value of ₹ 1,000 each - 15 Years	604.00	604.00
100,000 (March 31, 2022: 100,000) 7.34% IRFC tax free bonds, face value of ₹ 1,000 each - 15 Years	1,013.63	1,015.91
32,000 (March 31, 2022: 32,000) 7.35% IRFC tax free bonds, face value of ₹ 1,000 each - 15 Years	326.91	327.54
12,007 (March 31, 2022: 12,007) 7.39% HUDCO tax free bonds, face value of ₹ 1,000 each - 15 Years	120.22	120.24
Nil (March 31, 2022: 200,000) 7.39% HUDCO tax free bonds, face value of ₹ 1,000 each - 15 Years	-	2,048.21
47,500 (March 31, 2022: 47,500) 8.50% NHAI tax free bonds, face value of ₹ 1,000 each - 15 Years	508.36	512.88
75,570 (March 31, 2022: 75,570) 7.35% NHAI tax free bonds, face value of ₹ 1,000 each - 15 Years	756.67	756.80
<b>Total</b>	<b>3,329.79</b>	<b>5,385.58</b>

### (e) Investment in non convertible debentures at amortized cost

70 (March 31, 2022: 70) Units, face value of ₹ 1,000,000 each, 7.60% Tata Capital Financial Services 2030	701.48	701.63
<b>Total</b>	<b>701.48</b>	<b>701.63</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 6. Investments (Contd.)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(f) Investment in mutual funds at FVTPL</b>		
<i>Fixed maturity plans, quoted</i>		
9,999,500 (March 31, 2022: 9,999,500) units, SBI FMP - Series 43 - 1616 Days - Dir - Growth	1,090.67	1,056.02
4,499,575 (March 31, 2022: 4,499,575) units, SBI FMP - Series 42 - 1857 Days - Dir - Growth	494.38	478.01
<b>Total</b>	<b>1,585.05</b>	<b>1,534.03</b>
<b>(g) Investment in mutual funds at FVTPL</b>		
<i>Arbitrage funds, unquoted</i>		
3,932,212 (March 31, 2022: 3,932,212) units, Nippon India Arbitrage Fund - Dir - Growth	949.19	897.65
21,248,635 (March 31, 2022: 47,016,792) units, Tata Arbitrage Fund - Growth - Direct Plan	2,694.52	5,635.20
9,760,491 (March 31, 2022: 7,271,626) units, Kotak Equity Arbitrage Fund - Growth - Direct Plan	3,274.48	2,302.85
Nil (March 31, 2022: 14,608,591) units, L&T Arbitrage Opportunities Fund - Growth - Direct Plan	-	2,373.75
2,891,064 (March 31, 2022: Nil) units, Invesco India Arbitrage Fund	837.12	-
12,361,279 (March 31, 2022: 7,576,573) units, Edelweiss Arbitrage Fund - Dir - Growth-Direct Plan	2,157.07	1,248.88
<b>Total</b>	<b>9,912.38</b>	<b>12,458.33</b>
<b>(h) Equity linked funds, unquoted at FVTPL</b>		
3,732,872 (March 31, 2022: 3,409,844) units, Axis Bluechip Fund - Dir - Growth	1,743.25	1,702.54
1,599,936 (March 31, 2022: 352,258) units, ICICI Prudential Bluechip Fund - Dir - Growth	1,171.15	248.83
16,301,549 (March 31, 2022: 12,650,544) units, Motilal Oswal S&P 500 Index Fund (MOFSP500) - Dir - Growth	2,479.78	1,999.75
2,547,253 (March 31, 2022: 1,099,093) units, Parag Parikh Flexi Cap Fund - Dir - Growth	1,351.28	577.18
Nil (March 31, 2022: 984,666) units, Franklin India Feeder - Franklin U.S. Opportunities Fund - Dir - Growth	-	560.78
Nil (March 31, 2022: 220,000) units, SBI ETF Nifty Next 50	-	684.78
578,000 (March 31, 2022: 578,000) units, SBI ETF Sensex	3,647.15	3,577.10
<b>Total</b>	<b>10,392.61</b>	<b>9,350.96</b>
<b>(i) Debt ETFs - Quoted at FVTPL</b>		
Nil (March 31, 2022: 100,000) units, Edelweiss Bharat Bond ETF - 17-April-2023	-	1,170.44
949,130 (March 31, 2022: 949,130) units, Nippon India ETF Nifty CPSE Bond Plus SDL - 2024 Maturity	1,062.84	1,028.52
225,267 (March 31, 2022: 225,267) units, Edelweiss Bharat Bond ETF - 17-April-2030	2,815.82	2,710.15
232,248 (March 31, 2022: 232,248) units, Edelweiss Bharat Bond ETF - 17-April-2031	2,587.80	2,499.88
1,297,631 (March 31, 2022: 1,297,631) units, Nippon India ETF Nifty SDL 2026 Maturity	1,449.59	1,402.34
9,920,237 (March 31, 2022: 9,920,237) units, Axis AAA Bond Plus SDL ETF - 2026 Maturity	1,075.03	1,046.10
<b>Total</b>	<b>8,991.08</b>	<b>9,857.43</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 6. Investments (Contd.)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(j) Corporate bond funds at FVTPL</b>		
11,753,101 (March 31, 2022: 11,753,101) units, Bandan Corporate bond fund - Dir - Growth (Formerly known as IDFC Corporate Bond Fund - Direct Plan - Growth)	1,951.27	1,885.22
2,682,558 (March 31, 2022: 2,682,558) units, Nippon India Floating Rate Fund - Direct Plan - Growth	1,060.03	1,012.52
Nil (March 31, 2022: 23,994) units, of Axis Banking and PSU Debt Fund - Direct Plan - Growth	-	524.76
12,503,418 (March 31, 2022: 12,503,418) units, Edelweiss Nifty PSU Bond Plus SDL Index Fund - 2026	1,384.17	1,342.93
5,958,104 (March 31, 2022: 2,331,838) units, HDFC Corporate Bond Fund - Dir - Growth	1,645.59	617.50
839,052 (March 31, 2022: 839,052) units, HSBC Corporate Bond Fund (Formerly known as L&T Triple Ace Bond Fund - Direct Plan - Growth)	545.87	527.43
4,135,249 (March 31, 2022: 4,135,249) units, BHARAT Bond FOF - April 2025 - Dir - Growth	459.10	447.56
9,579,074 (March 31, 2022: Nil) units, of Kotak Nifty SDL Apr 2032 Top 12 Equal Weight Index Fund - Dir - Growth	1,002.81	-
9,734,621 (March 31, 2022: Nil) units, Nippon India Nifty AAA CPSE Bond Plus SDL - Apr 2027 Maturity 60:40 Index Fund - Dir - Growth	1,003.05	-
4,639,093 (March 31, 2022: Nil) units, Bandhan CRISIL IBX Gilt April 2028 Index Fund - Dir - Growth	507.95	-
3,845,976 (March 31, 2022: Nil) units, ICICI Corporate Bond Dir- Growth	1,001.02	-
5,018,681 (March 31, 2022: 5,018,681) units, Nippon India Dynamic Bond Fund - Direct Growth Plan	1,655.06	1,592.79
<b>Total</b>	<b>12,215.92</b>	<b>7,950.71</b>
<b>(k) Investment in market linked debentures at FVTPL</b>		
Nil (March 31, 2022: 40) units, REC market linked debentures	-	399.45
<b>Total</b>	<b>-</b>	<b>399.45</b>
<b>(l) Investment in perpetual bonds at FVTOCI</b>		
75 (March 31, 2022: 75) Units, face value of ₹ 1,000,000 each, 7.74% State Bank of India Perpetual Call 09 Sep 2025	759.64	789.75
<b>Total</b>	<b>759.64</b>	<b>789.75</b>
<b>(m) Investment in zero coupon bonds at amortized cost</b>		
100 (March 31, 2022: Nil) Units, face value of ₹ 1,000,000 each, 0% HDB Financial Services Ltd July 2024	1,049.71	-
31 (March 31, 2022: Nil) Units, face value of ₹ 1,000,000 each, 0% Kotak Mahindra Investments Ltd Apr 2024	284.43	-
<b>Total</b>	<b>1,334.14</b>	<b>-</b>
<b>(n) Investment in Alternative Investment Funds at FVTOCI</b>		
350 (March 31, 2022: 270) Units, face value of ₹ 1,00,000 each, MV Core Tech Fund I	322.84	270.00
60 (March 31, 2022: Nil) Units, face value of ₹ 5,00,000 each, Ideaspring Capital Future Now II	271.30	-
<b>Total</b>	<b>594.14</b>	<b>270.00</b>
<b>(o) Other investments</b>		
<b>Investment in unquoted equity shares at FVTPL</b>		
Axiom Research Labs Private Ltd		
5 (March 31, 2022: 5) fully paid equity shares of ₹ 10 each	2.80	2.80
Less: Provision for diminution in value of investment	(2.80)	(2.80)
<b>Total</b>	<b>-</b>	<b>-</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 6. Investments (Contd.)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Interactivity Broadband Television Ltd. (formerly Prime Telesystems Ltd.)</b>		
392,285 (March 31, 2022: 392,285) equity shares of ₹ 10 each, fully paid up	240.00	240.00
Less: Provision for diminution in value of investment	(240.00)	(240.00)
<b>Total</b>	<b>-</b>	<b>-</b>
Aggregate amount of quoted investments and market value thereof	16,701.19	18,667.87
Aggregate amount of carrying value of unquoted investments	36,615.13	33,530.09
<b>Aggregate amount of investments</b>	<b>53,316.32</b>	<b>52,197.96</b>
Aggregate provision for diminution in value of investments	(23,383.58)	(23,383.58)

### 7. Other financial assets (Non-current)

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposits	169.22	89.50
Advances to employees	3.55	3.50
<b>Total</b>	<b>172.77</b>	<b>93.00</b>

### 8. Other non-current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Capital advances	1.23	-
<b>Total</b>	<b>1.23</b>	<b>-</b>

### 9. Current investments

Particulars	As at March 31, 2023	As at March 31, 2022
Liquid mutual funds	2,024.57	620.18
Debt Exchange Traded Funds	1,229.07	-
Index Funds	504.32	-
Market linked debentures	600.00	-
Corporate fixed deposits	2,000.00	-
Zero coupon bonds	545.30	-
Fixed maturity plan	-	3,051.38
<b>Total</b>	<b>6,903.26</b>	<b>3,671.56</b>
<b>a) Liquid mutual funds, unquoted at FVTPL</b>		
Nil (March 31, 2022: 16,727) units, Aditya Birla Sun Life Money Manager Fund - Dir - Growth	-	50.00
33,110 (March 31, 2022: Nil) units, Tata Money Market Fund - Dir - Growth	1,340.33	-
19,288 (March 31, 2022: 17,017) units, Nippon India Money Market Fund Dir - Growth	684.24	570.18
<b>Total</b>	<b>2,024.57</b>	<b>620.18</b>
<b>b) Debt ETFs - Quoted at FVTPL</b>		
100,000 (March 31, 2022: Nil) units, Edelweiss Bharat Bond ETF - 17-April-2023	1,229.07	-
<b>Total</b>	<b>1,229.07</b>	<b>-</b>
<b>c) Index Funds at FVTPL</b>		
4,788,651 (March 31, 2022: Nil) units, Aditya Birla Sun Life CRISIL IBX AAA - Jun 2023 Index Fund - Dir - Growth	504.32	-
<b>Total</b>	<b>504.32</b>	<b>-</b>

**Notes to the Standalone Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

**9. Current investments (contd.)**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>d) Investment in market linked debentures at FVTPL</b>		
50 (March 31, 2022: Nil) L&T Infra Credit Limited market linked debentures	600.00	-
<b>Total</b>	<b>600.00</b>	<b>-</b>
<b>e) Investment in Corporate Fixed Deposits at amortized cost</b>		
Bajaj Finance Limited	2,000.00	-
<b>Total</b>	<b>2,000.00</b>	<b>-</b>
<b>f) Investment in zero coupon bonds at amortized cost</b>		
50 (March 31, 2022: Nil) Units, face value of ₹ 1,000,000 each, 0% Tata Capital Housing Finance Ltd Jan 2024	545.30	-
<b>Total</b>	<b>545.30</b>	<b>-</b>
<b>g) Fixed maturity plans, quoted at FVTPL</b>		
Nil (March 31, 2022: 14,150,000) units HSBC FTS 137 - Dir - Growth	-	1,810.51
Nil (March 31, 2022: 10,000,000) units SBI 1175 Days - Direct - Growth	-	1,240.87
<b>Total</b>	<b>-</b>	<b>3,051.38</b>
Aggregate amount of quoted investments and market value thereof	<b>1,229.07</b>	<b>3,051.38</b>
Aggregate amount of unquoted investments	<b>5,674.19</b>	<b>620.18</b>
<b>Aggregate amount of investments</b>	<b>6,903.26</b>	<b>3,671.56</b>

**10. Trade receivables**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Unsecured</b>		
Trade receivables considered good	6,022.71	7,076.55
Trade receivables which have significant increase in credit risk	-	5.08
<b>Sub-total</b>	<b>6,022.71</b>	<b>7,081.63</b>
(Less): Trade receivables - credit impaired	-	(5.08)
<b>Total</b>	<b>6,022.71</b>	<b>7,076.55</b>

As at March 31, 2023	Outstandings for following periods from due date of payment					
Particulars	Less than 6 months*	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	6,022.71	-	-	-	-	6,022.71
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>6,022.71</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>6,022.71</b>

\* includes the amount which is not due.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

As at March 31, 2022	Outstandings for following periods from due date of payment					
Particulars	Less than 6 months*	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables - considered good	7,076.55	-	-	-	-	7,076.55
(ii) Undisputed Trade receivables - which have significant increase in credit risk	-	5.08	-	-	-	5.08
(iii) Undisputed Trade receivables - credit impaired	-	(5.08)	-	-	-	(5.08)
Total	7,076.55	-	-	-	-	7,076.55

\* includes the amount which is not due.

The activity in the allowance for expected credit loss is presented below:

	March 31, 2023	March 31, 2022
<b>Balance at the beginning of the year</b>	<b>5.08</b>	<b>18.60</b>
Additions / (reversals) during the year, net	(0.19)	5.08
Reversals	(5.08)	(18.89)
Effect of restatement	0.19	0.29
<b>Balance at the end of the year</b>	<b>-</b>	<b>5.08</b>

The Company's exposure to credit, currency risks and loss allowance related to trade receivables is disclosed in note 31.

### 11. Cash and cash equivalents

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks		
- Current accounts	450.13	1,079.19
- Remittance in transit	139.73	-
- Unpaid dividend accounts	124.60	124.40
Cash on hand	0.07	0.41
<b>Total</b>	<b>714.53</b>	<b>1,204.00</b>

### 12. Other bank balances

Particulars	As at March 31, 2023	As at March 31, 2022
Bank balances held as margin money / security against guarantees	18.66	16.21
<b>Total</b>	<b>18.66</b>	<b>16.21</b>

### 13. Other financial assets, current

Particulars	As at March 31, 2023	As at March 31, 2022
Advances to employees	9.39	6.60
Accrued interest	387.25	332.76
Security deposits	42.17	42.32
<b>Total</b>	<b>438.81</b>	<b>381.68</b>

### 14. Other current assets

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with government authorities	244.20	181.36
Advances to suppliers *	505.00	410.59
Prepaid expenses	426.80	345.70
Dividend receivable from Subsidiaries	804.42	-
<b>Total</b>	<b>1,980.42</b>	<b>937.65</b>

\*This includes ₹ 53.32 lakhs (March 31, 2022 ₹ 48.22 lakhs) pertaining to Sasken Communication Technologies (Shanghai) Co. Ltd., a wholly owned subsidiary, which was liquidated during the FY 2021-22 after obtaining necessary approvals from the Chinese authorities, however the said amounts are yet to be settled in books due to pending clearances from Indian regulatory authorities (refer note 29).



## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 15. Share capital

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Authorised:</b>		
55,000,000 (March 31, 2022: 55,000,000) equity shares of ₹ 10 each	5,500.00	5,500.00
<b>Issued, subscribed and paid up capital:</b>		
15,050,871 (March 31, 2022: 15,050,871) equity shares of ₹ 10 each fully paid up	1,505.09	1,505.09

#### (a) Reconciliation of shares outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2023		As at March 31, 2022	
	No. of shares	Amount	No. of shares	Amount
<b>Equity shares</b>				
At the beginning of the year	15,050,871	1,505.09	15,050,871	1,505.09
Movement during the year	-	-	-	-
<b>At the end of the year</b>	<b>15,050,871</b>	<b>1,505.09</b>	<b>15,050,871</b>	<b>1,505.09</b>

#### (b) Buy-back of equity shares:

	As at March 31, 2023	As at March 31, 2022
Aggregate number of equity shares bought back by the Company during the period of five years immediately preceding the Balance Sheet date.	2,059,243	2,059,243

#### (c) Rights, preferences and restrictions attached to equity shares:

The Company has only one class of equity shares having a par value of ₹10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The holders of equity shares are entitled to receive dividend as declared from time to time. The dividend if any proposed by the Board of Directors is subject to shareholders' approval at the ensuing Annual General Meeting. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

#### (d) Details of shareholders holding more than 5% shares in the Company:

Name of the shareholder	As at March 31, 2023		As at March 31, 2022	
	No. of shares	% of total shares in the class	No. of shares	% of total shares in the class
Equity shares of ₹ 10 each, fully paid-up held by:				
Rajiv C. Mody	1,556,570	10.34	1,556,570	10.34
Naman R. Mody	940,529	6.25	940,529	6.25
Gothic Corporation	976,166	6.49	976,166	6.49

#### Details of shareholding of promoter group at:

Promoter Name	Shareholding as on March 31, 2023		Shareholding as on March 31, 2022		% change during the year
	No of Shares	% total shares	No of Shares	% total shares	
Pallavi Bharat Mehta	6,55,355	4.35	6,55,355	4.35	-
Sejal Pranabh Mody	3,31,169	2.20	3,31,169	2.20	-
Pranabh Dinesh Mody	2,88,534	1.92	2,87,272	1.91	0.01
Priti Rajen Shah	70,291	0.47	70,291	0.47	-
Deepali Shirish Mody	69,486	0.46	69,486	0.46	-

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Details of shareholding of promoter group at:

Promoter Name	Shareholding as on March 31, 2023		Shareholding as on March 31, 2022		% change during the year
	No of Shares	% total shares	No of Shares	% total shares	
Purvi Uday Asher	57,351	0.38	57,351	0.38	-
Uday Madhavdas Asher	10,313	0.07	10,313	0.07	-
Dipak Harkisan Desai	9,201	0.06	9,201	0.06	-
Bharati Shirish Mody	8,252	0.05	8,252	0.05	-
Dhimant Harkisan Desai	6,543	0.04	6,543	0.04	-
Jinali Pranabh Mody	5,549	0.04	5,549	0.04	-
Rupa M. Udani	5,500	0.04	5,500	0.04	-
Bharat Pravinchandra Mehta	3,640	0.02	3,640	0.02	-
Asha Dipak Desai	2,350	0.02	2,350	0.02	-
Pranabh Dinesh Mody (Trustee Kumud Mody Family Foundation)	2,182	0.01	2,182	0.01	-
Shirish Bhagwanlal Mody	1,335	0.01	1,335	0.01	-
Namrata Kushal Dalal	1,000	0.01	1,000	0.01	-
Dr. Dilip S. Mehta	400	0.00	400	0.00	-
Nisha Divyesh Shah	151	0.00	151	0.00	-
Kumud Dinesh Mody	25	0.00	25	0.00	-
Harkisan Girdharlal Desai	1	0.00	1	0.00	-
Lekar Pharma Limited	6,42,845	4.27	6,42,845	4.27	-
Dinesh Mody Ventures LLP	1,19,471	0.79	1,19,471	0.79	-
Kumud Mody Ventures LLP	1,19,471	0.79	1,19,471	0.79	-
Shirish Mody Enterprises LLP	1,19,471	0.79	1,19,471	0.79	-
Bharati Mody Ventures LLP	1,16,565	0.77	1,16,565	0.77	-
Eragon Ventures Limited (Formerly known as Ifiunik Pharmaceuticals Ltd)	1,03,204	0.69	1,03,204	0.69	-
Unique Pharmaceuticals Laboratories Limited	63,168	0.42	63,168	0.42	-
Synit Drugs Pvt. Ltd.	46,709	0.31	46,709	0.31	-
J B Mody Enterprises LLP	13,199	0.09	13,199	0.09	-
Namplas Chemicals Private Limited	-	-	-	-	-
Rajiv C. Mody	15,56,570	10.34	15,56,570	10.34	-
Naman R. Mody	9,40,529	6.25	9,40,529	6.25	-
Sakhee R. Mody	3,97,223	2.64	3,97,223	2.64	-
Bipin Amritlal Turakhia	3,78,906	2.52	3,78,906	2.52	-
Arti Mody	3,10,396	2.06	2,61,808	1.74	0.32
Nilima Rajesh Doshi	72,554	0.48	72,554	0.48	-
<b>Total</b>	<b>65,28,909</b>	<b>43.38%</b>	<b>64,79,059</b>	<b>43.05%</b>	<b>0.33%</b>

- (e) There are no shares reserved for issue under employee stock options.
- (f) There are no bonus shares issued during the period of five years immediately preceding the Balance Sheet date.
- (g) The Board in their meeting held on October 21, 2022 has declared ₹ 12 per share as the interim dividend for the year ended March 31, 2023, which resulted in cash out flow of ₹ 1,806.10 lakhs. The Board in their meeting held on May 2, 2023 has recommended ₹ 13 per share as final dividend for the year ended March 31, 2023. The payment is subject to shareholders' approval in the ensuing Annual General Meeting, if approved it would result in net cash outflow of ₹ 1,962.61 lakhs. The total dividend for the year ended March 31, 2023 would be ₹ 25 per share (including interim dividend of ₹ 12 per share)(March 31, 2022 : ₹ 25 per share).

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### (h) Employee Stock Compensation

The Sasken Employees' Share Based Incentive Plan 2016 (Plan) was duly approved and instituted in December, 2016. The Plan authorizes the Board of Directors of the Company to offer share based incentive to eligible employees of the Company and its subsidiaries. The maximum number of shares to be issued under the Plan will be 8,85,900 equity shares. The Plan is administered by the Sasken Employees Welfare Trust.

The Company recognizes compensation expense relating to share-based payments in Statement of Profit and Loss using fair-value in accordance with Ind AS 102 Share-Based Payment. The estimated fair value of awards is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

During the year ended March 31, 2022, all the stock options have lapsed under the Plan and the related cost of ₹ (44.65) lakhs was reversed during the year ended March 31, 2022.

The 2016 Plan is in compliance with the provisions of Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Details of Stock Options granted are as follows:

Details of movement in the stock options granted during the year	As at March 31, 2022
	Units (in Numbers)
Stock options outstanding at the beginning of the year	13,705
Number of options granted during the year	-
Options vested during the year	-
Options lapsed / cancelled during the year	(13,705)
Total number of shares to be allotted on exercise of options	-
Options outstanding at the end of the year	-
Options exercisable at the end of the year	-
Exercise price of ESOP Options outstanding at the end of the year	₹ 982

The fair value has been calculated using the Black Scholes Option Pricing Model. The Assumptions used in the model on a weighted average basis at the time of grant are as follows :	Assumption values
1. Risk free interest rate	8.12%
2. Weighted average contractual life	5.50
3. Expected volatility	44.94%
4. Dividend yield	1.02%
5. Price of the underlying share in the market at the time of option grant	₹ 981.85
6. Date of grant	July 17, 2018
7. Exercise price	₹ 982

### (i) Restricted Stock Units (RSUs):

Nomination and Remuneration Committee of the Board has on January 13, 2022 accorded its approval for grant of upto 1,20,000 RSUs at an exercise price of ₹ 10 per RSU i.e. at par value of equity shares of the Company in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable regulations and Sasken Employees' Share Based Incentive Plan 2016.

The above grants have been made to identified employees of the Company on January 13, 2022, May 26, 2022, October 19, 2022 & November 4, 2022 and these shall vest as per the vesting schedule of 2 years as approved by the Committee and can be exercised over the exercise period of 3 years as approved by them.

During the financial year ended March 31, 2023, 129,170 RSUs were granted and 36,190 RSUs were lapsed due to non-meeting of vesting conditions and the total compensation cost of ₹ 533.01 lakhs charged to the income statement.

The Company has used the Black-Scholes Option Pricing Model to determine the fair value of the RSUs based on which the compensation cost for the current year has been computed.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

The fair value of each RSU is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions:

Particulars	As at March 31, 2023	As at March 31, 2022
RSUs outstanding at the beginning of the year	83,590	-
Number of RSUs granted during the year	1,29,170	85,270
RSUs vested during the year	-	-
RSUs lapsed during the year	(36,190)	(1,680)
Total number of shares to be allotted on exercise of RSUs	1,76,570	83,590
RSUs outstanding at the end of the year	1,76,570	83,590
RSUs exercisable at the end of the year	Nil	Nil
Exercise price of RSUs outstanding at the end of the year	₹ 10	₹ 10

The fair value has been calculated using the Black Sholes Option Pricing Model. The Assumptions used in the model on a weighted average basis at the time of grant are as follows :

Particulars	As at March 31, 2023	As at March 31, 2022
1. Weighted average risk free interest rate	7.08%	6.63%
2. Weighted average contractual life	3.5	3.5
3. Weighted average expected volatility	45.01%	45.0%
4. Weighted average dividend yield	1.38%	0.80%
5. Weighted average price of the underlying share in the market at the time of option grant	₹ 1,003.30	₹ 1,249.45
6. Date of grant	*	January 13, 2022
7. Weighted average exercise price	₹ 10	₹ 10

\* Date of various grants: January 13, 2022, May 26, 2022, October 19, 2022 & November 4, 2022

### 16. Provisions, non-current

	As at March 31, 2023	As at March 31, 2022
<b>Provisions for employee benefits</b>		
Pension (Refer note 30)	359.63	334.72
Gratuity (Refer note 30)	203.60	288.68
Compensated absences	140.35	145.31
<b>Total</b>	<b>703.58</b>	<b>768.71</b>

### 17. Trade payables

	As at March 31, 2023	As at March 31, 2022
Total outstanding dues to micro and small enterprises (Refer note 34)*	45.01	102.73
Total outstanding dues to creditors other than micro and small enterprises	897.79	1,426.33
<b>Total</b>	<b>942.80</b>	<b>1,529.06</b>

Particulars	Outstandings for following periods from due date of payment				
	Less than one Year	1-2 Years	2-3 Years	More than 3 years**	Total
<b>As at March 31, 2023</b>					
a. Total outstanding dues to micro and small enterprises (Refer note 34)	45.01	-	-	-	<b>45.01</b>
b. Total outstanding dues to creditors other than micro and small enterprises	638.36	7.05	0.07	252.31	<b>897.79</b>
	<b>683.37</b>	<b>7.05</b>	<b>0.07</b>	<b>252.31</b>	<b>942.80</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

As at March 31, 2022	Less than one Year	1-2 Years	2-3 Years	More than 3 years**	Total
a. Total outstanding dues to micro and small enterprises (Refer note 34)	102.73	-	-	-	102.73
b. Total outstanding dues to creditors other than micro and small enterprises	1,169.81	0.68	0.56	255.28	1,426.33
	1,272.54	0.68	0.56	255.28	1,529.06

\* The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises has been made in the financial statements based on information received and available with the Company.

\*\* This includes amount payable to Sasken Communication Technologies (Shanghai) Co. Ltd., a wholly owned subsidiary, which was liquidated in the previous year after obtaining necessary approvals from the Chinese authorities, however the said amounts are yet to be settled in books due to pending clearances from Indian regulatory authorities. (Refer note 29).

### 18. Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Employee related payables	1,825.80	3,312.64
Unpaid dividends	124.60	124.40
<b>Total</b>	<b>1,950.40</b>	<b>3,437.04</b>

### 19. Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Advances received from customers	174.66	193.11
Statutory liabilities	1,734.27	1,499.16
<b>Total</b>	<b>1,908.93</b>	<b>1,692.27</b>

### 20. Provisions, current

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Provision for employee benefits</b>		
Compensated absences	952.48	1,008.56
<b>Others</b>		
Provision for Onerous Contract	-	0.88
Warranty	81.08	45.08
<b>Total</b>	<b>1,033.56</b>	<b>1,054.52</b>

### 21. Revenue from operations

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of software services (Refer note 28)	35,096.95	38,589.13
<b>Total</b>	<b>35,096.95</b>	<b>38,589.13</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 22. Other income

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Dividend from subsidiaries	3,562.90	1,091.34
Dividend from preference shares	112.51	112.51
Net gain / (loss) on sale of current investments	131.96	135.17
Net gain on sale of non-current investments	462.44	157.95
Interest income from:		
- Bank deposits	86.41	44.92
- Tax free bonds	238.12	382.57
- Income-tax refund	80.24	4.34
- Non convertible debentures	59.45	53.06
- Perpetual bonds	58.05	56.78
- Zero coupon bonds	10.54	-
- Others	3.83	3.58
Write back of unclaimed balances / provisions	1.13	16.60
Profit on sale of property, plant and equipment	26.20	17.25
Foreign exchange gain, net	237.15	205.79
Net gain on fair value change on investments classified as fair value through Statement of Profit and Loss	1,379.69	2,212.84
Miscellaneous income	6.30	49.55
<b>Total</b>	<b>6,456.92</b>	<b>4,544.25</b>

### 23. Employee benefits expense

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and bonus	22,287.05	21,161.41
Contribution to provident and other funds	1,482.67	1,293.55
Staff welfare expenses	414.76	311.98
Relocation expenses	454.80	424.74
Employee stock option compensation cost (refer note 15(j))	533.01	78.53
<b>Total</b>	<b>25,172.29</b>	<b>23,270.21</b>

### 24. Other expenses

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rent	166.17	138.56
Repairs and maintenance:		
- Plant and machinery	195.14	226.64
- Building	193.34	161.71
- Others	42.19	15.25
Communication	107.50	125.42
Travel	478.54	118.86
Electricity and water charges	231.75	196.98
Professional, legal and consultancy charges	761.28	552.58
Insurance	105.92	62.49
Contract staff cost	876.18	1,201.97
Software subscription charges	211.94	93.62
Training and conference expenses	151.65	94.37
Warranty (net)	36.01	11.36
Selling expenses	31.62	11.57



## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 24. Other expenses (Contd.)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Bad debts (net of recovery)	(0.19)	5.08
Loss on sale of property, plant and equipment	-	6.90
Auditor's remuneration:		
- Audit fees	25.00	22.00
- Other services	1.00	1.50
- Reimbursement of expenses	0.47	-
Rates and taxes	145.08	154.07
Directors' sitting fees and commission	108.52	80.50
Contribution towards Corporate Social Responsibility (Refer note 27)	248.00	240.46
Printing and stationery	20.29	13.28
Onerous Contract Expense	-	0.87
Reversal of impairment provision (Refer note 6)	-	(74.43)
Miscellaneous expenses	256.38	185.65
<b>Total</b>	<b>4,393.78</b>	<b>3,647.26</b>

### 25. Income taxes

#### A. Amounts recognised in the Statement of Profit and Loss and other comprehensive income:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Income tax expense:</b>		
Current tax	1,412.69	2,919.41
Deferred tax	165.70	(124.17)
<b>Total of Statement of Profit and Loss</b>	<b>1,578.39</b>	<b>2,795.24</b>
<b>Income tax included in other comprehensive income on:</b>		
Remeasurements of the defined benefit liability	(4.84)	2.79
Net change in fair value of Investments through OCI	(17.50)	0.94
Net change in cash flow hedges on derivative liabilities fair value through OCI	(117.00)	(61.80)
<b>Total of Other Comprehensive Income</b>	<b>(139.34)</b>	<b>(58.07)</b>

#### B. Reconciliation of effective tax rate:

The reconciliation between the provision for income tax and amounts computed by applying the Indian statutory Income tax rate to profit before taxes is as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Profit before income tax</b>	<b>11,393.20</b>	<b>15,625.34</b>
Enacted income tax rate in India	25.17%	25.17%
<b>Computed expected tax expense</b>	<b>2,867.44</b>	<b>3,932.59</b>
<b>Effect of:</b>		
Non-deductible expenses	81.18	75.36
Branch profit tax for the US branch	16.19	9.99
Additional provision / Reversal of provisions recorded during previous years (net)	(49.70)	(12.16)
Provision for Foreign Tax Credit	22.17	13.90
Decrease in tax charge on instrument carried at FVTPL	(249.04)	(694.46)
Tax exempt income	(59.93)	(134.46)
Impact of deductions claimed	(925.02)	(302.98)
Income chargeable at special rates, net	(128.94)	(126.25)
Impact of tax charge due to German Pension OCI gains / losses	-	28.45
Other items	4.04	5.26
<b>Income tax expense, as above</b>	<b>1,578.39</b>	<b>2,795.24</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### C. Recognised deferred tax assets and liabilities

The components of deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Deferred tax assets</b>		
Property, plant and equipment (including intangible assets)	402.74	458.29
Provisions for employee benefits	226.54	237.20
Derivative liabilities	54.18	-
Re-measurement gain on gratuity	266.27	243.93
Other items	-	1.29
<b>Total deferred tax assets</b>	<b>949.73</b>	<b>940.71</b>
<b>Deferred tax liabilities</b>		
Investments at fair value through profit or loss	98.21	-
Unrealised Interest on income tax refund	33.09	33.09
Derivative assets	-	62.82
<b>Total deferred tax liabilities</b>	<b>131.30</b>	<b>95.91</b>
<b>Deferred tax asset (net)</b>	<b>818.43</b>	<b>844.80</b>

### D. Movement in temporary differences

Net deferred income tax asset at the beginning (a)	Balance as at April 1, 2022	Balance as at April 1, 2021
Net deferred income tax asset	844.80	662.56
<b>Credit / (Charge) in the Standalone Statement of Profit and Loss during the year (b)</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Property, Plant and equipment (including intangible assets)	(55.55)	(16.40)
Provision - employee benefits	(10.65)	9.16
Investments at fair value through profit or loss	(98.21)	137.53
Other items	(1.29)	(6.12)
	<b>(165.70)</b>	<b>124.17</b>
<b>Credit in the other comprehensive income during the year (c)</b>	<b>For the year ended March 31, 2023</b>	<b>For the year ended March 31, 2022</b>
Remeasurement of defined benefit plan	4.84	(2.79)
Investments at fair value through other comprehensive income	17.50	(0.94)
Derivative liabilities/(assets)	117.00	61.80
	<b>139.34</b>	<b>58.07</b>
<b>Net deferred income tax asset at the end of the year (d) = (a) + (b) + (c)</b>	<b>818.43</b>	<b>844.80</b>

### E. Income tax assets and current tax liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax assets	4,695.98	4,302.89
Income tax liabilities	1,980.88	2,095.74
	<b>2,715.10</b>	<b>2,207.15</b>

Deferred taxes on unrealized mark to market gain / loss relating to cash flow hedges, fair value changes on instruments at FVTOCI and actuarial gains/losses on defined benefit plans are recognized in other comprehensive income and presented within equity. Other than these, the change in deferred tax assets and liabilities is recorded in the Statement of Profit and Loss.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

In assessing the realizability of deferred tax assets, the Company considers the extent to which it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carryforwards become deductible. The Company considers the expected reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on this, the Company believes that it is probable that the Company will realize the benefits of these deductible differences. The amount of deferred tax asset considered realizable, however, could be reduced in the near term if the estimates of future taxable income during the carry-forward period are reduced.

The Company has provided for income taxes at the rates provided in Section 115BAA of the Income Tax Act 1961 for the year ended March 31, 2023.

### 26. Earnings per share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Company by the weighted average number of equity shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to equity holders of the Company and the weighted average number of equity shares outstanding, after adjustment for the effects of all dilutive potential equity shares.

#### i. Profit attributable to equity holders of the Company

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit after tax for the year	9,814.81	12,830.10
<b>Profit attributable to equity holders of the Company for basic and dilutive earnings</b>	<b>9,814.81</b>	<b>12,830.10</b>

#### ii. Weighted average number of equity shares

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Issued ordinary shares at the beginning date	15,050,871	15,050,871
Effect of shares bought back	-	-
<b>Weighted average number of shares at the end of the year</b>	<b>15,050,871</b>	<b>15,050,871</b>
Effect of dilution of potential ordinary shares	129,690	15,903

#### iii. Weighted average number of equity shares for diluted earnings per share

<b>Basic earnings per share (i/ii)</b>	<b>65.21</b>	<b>85.24</b>
<b>Diluted earnings per share (i/iii)</b>	<b>64.65</b>	<b>85.15</b>

### 27. Corporate Social Responsibility

Pursuant to Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities identified by the Company and monitored by CSR Committee.

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Amount required to be spent by the Company during the year	248.00	240.46
<b>Amount spent during the year on:</b>		
1. Construction / acquisition of any asset	-	-
2. On purposes other than 1 above	190.08	309.38
3. Amount utilised from excess contribution of previous year	57.92	-
Excess contribution available for set-off in future years	11.00	68.92
Shortfall at the end of the year	-	-

Nature of CSR activities: Empowering Women, promoting education, preventive health care, empowering socially and economically backward.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 28. Segments and disaggregated revenue information

#### (a) Segmental information:

The Chief Executive Officer of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, "Operating Segments." The Company operates in one segment only i.e. "Software Services". The CODM evaluates performance of the Company based on revenue and operating income from "Software Segment". Accordingly, segment information has not been separately disclosed. The Company earns revenues from customers located across different geographies, the revenues based on domicile of the customer are disclosed in Note (c) below. Assets and liabilities used in the Company's business are not identified to any of the geographies, as these are used interchangeably between geographies. The management believes that it is currently not practicable to provide disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

#### (b) Revenue by contract type:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Time and material contracts	28,288.14	28,094.62
Fixed priced contracts	6,808.81	10,494.51
<b>Total</b>	<b>35,096.95</b>	<b>38,589.13</b>

#### (c) Revenue by geography:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
India	13,342.42	13,614.48
North America (including Canada)	11,160.82	12,100.19
Europe (including Middle East)	7,404.28	6,656.22
Rest of the world	3,189.43	6,218.24
	<b>35,096.95</b>	<b>38,589.13</b>

2 of our customer group individually accounted for more than 10% of the revenues for the year ended March 31, 2023 (March 31, 2022 : 2).

Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revalidations of the estimates, economic factors (changes in currency rates, tax laws etc). Out of the purchase orders received, the aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is ₹ 20.29 lakhs (₹ 3,861.98 lakhs March 31, 2022) out of which 100% is expected to be recognized as revenue in the next year. No consideration from contracts with customers is excluded from the amount mentioned above.

#### Changes in contract assets are as follows:

	March 31, 2023	March 31, 2022
<b>Balance at the beginning of the year</b>	<b>671.17</b>	<b>1,645.88</b>
Revenue recognized during the year	6,808.81	10,494.51
Invoices raised during the year	(6,825.73)	(11,422.66)
Translation exchange difference	(23.61)	(46.56)
<b>Balance at the end of the year</b>	<b>630.65</b>	<b>671.17</b>

#### Changes in unearned and deferred revenue are as follows:

	March 31, 2023	March 31, 2022
<b>Balance at the beginning of the year</b>	<b>73.76</b>	<b>84.01</b>
Revenue recognized that was included in the unearned and deferred revenue at the beginning of the year	(47.01)	(84.01)
Increase due to invoicing during the year, excluding amounts recognized as revenue during the year	78.04	73.76
<b>Balance at the end of the year</b>	<b>104.79</b>	<b>73.76</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Reconciliation of revenue recognized with the contracted price is as follows:

	March 31, 2023	March 31, 2022
Contracted price	35,096.95	38,589.13
Revenue recognized	35,096.95	38,589.13

## 29. Related party disclosures

### (a) Following is the list of subsidiaries / controlled trust / joint ventures / other related parties of the Company:

Particulars	Country of incorporation	Ownership interest as at	
		March 31, 2023	March 31, 2022
Subsidiaries			
Sasken Communication Technologies Mexico, S.A.de C.V ('Sasken Mexico')	Mexico	100.00%	100.00%
Sasken Finland Oy. ('Sasken Finland')	Finland	100.00%	100.00%
Sasken Inc. ('Sasken Inc.')	USA	100.00%	100.00%
Controlled trusts			
Sasken Foundation	India		
Sasken Employees Welfare Trust	India		
Other related parties		Nature of relationship	
SAS Employees Provident Fund Trust	India	Post-Employment benefit plan of Sasken	
Sasken Employees Gratuity Fund Trust	India	Post-Employment benefit plan of Sasken	
Sasken Employees Superannuation Fund Trust	India	Post-Employment benefit plan of Sasken	
Mylspot Education Services Private Limited	India	Private Company in which one of our Directors is a Director	

### (b) Following is the list of other related parties:

#### (i) Key Managerial Personnel ('KMP'):

Name of the related party	Relationship
Rajiv C. Mody	Chairman and Managing Director
Neeta S. Revankar (upto June 30, 2022)	Whole-time Director and Chief Financial Officer
S. Prasad (upto July 31, 2021)	Company Secretary
Paawan Bhargava (From August 1, 2021)	Company Secretary
Abhijit Kabra (From July 20, 2022)	Chief Executive Officer
Priyaranjan (From August 10, 2022)	Chief Financial Officer
B. Ramkumar (From August 10, 2022)	Chief Risk Officer

#### (ii) Parties other than KMPs:

Name of the related party	Relationship
Bharat V. Patel	Independent Director
Sanjay M. Shah	Independent Director
Som Mittal (From April 21, 2022)	Independent Director
Sunirmal Talukdar	Independent Director
Pranabh D. Mody	Non-executive Director
G. Venkatesh (upto April 20, 2022)	Independent Director
G. Venkatesh (From April 21, 2022)	Non-executive Director
Madhu Khatri	Independent Director
Raja Ramana Macha (From January 24, 2023)	Independent Director
Sunil Sachan (From January 24, 2023)	Independent Director
Sakhee Mody	Relative of Director

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### (c) Related party compensation:

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Short term employee benefits - KMPs	868.87	830.61
Short term employee benefits- Others, Directors' sitting fees and commission	180.63	150.10
<b>Total</b>	<b>1,049.50</b>	<b>980.71</b>
Post-employment benefits comprising gratuity and compensated absences are not disclosed as these are determined for the Company as a whole.		

### (d) Related party transactions other than those with key managerial personnel:

Particulars	Transactions during	
	Year ended March 31, 2023	Year ended March 31, 2022
<b>i) Software development services rendered to</b>		
- Sasken Inc.	73.03	-
<b>ii) Consultancy Services procured from</b>		
- Sasken Inc.	10.24	-
- Mylspot Education Services Private Limited	28.80	-
<b>iii) Dividend from Subsidiaries</b>		
- Sasken Inc.	164.39	67.59
- Sasken Finland	3,398.51	1,023.75
<b>iv) Capital Repatriation</b>		
- Sasken China	-	180.05
<b>v) Loan repaid</b>		
- Sasken Employees Welfare Trust	-	201.92
<b>vi) Sale of Investments</b>		
- Taco Sasken Automotive Electronics Limited	-	1.99
<b>Particulars</b>	<b>Balances outstanding as at</b>	
	<b>March 31, 2023</b>	<b>March 31, 2022</b>
<b>vii) Amounts receivable towards reimbursement of expenses</b>		
- Sasken China	53.32	48.22
<b>viii) Trade payables</b>		
- Sasken Mexico	2.35	2.13
- Sasken China	226.92	205.11
<b>ix) Dividend receivable</b>		
- Sasken Finland	804.42	-

## 30. Employee benefits

### Defined contribution plan:

#### Pension Fund and Superannuation

The Company makes contributions to the Government administered pension fund, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund, which is a defined contribution plan. Further, the Company also contributes to a superannuation scheme, maintained by an insurance company. To the extent of such contributions, the Company has no obligation other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognized as an expense towards contributions for the year ended March 31, 2023 ₹ 138.27 lakhs (March 31, 2022: ₹ 151.57 lakhs).



## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Defined benefit plan:

#### (a) Provident Fund

The following table sets out the funded status of defined benefit provident fund plan of Sasken Technologies Limited and amount recognized in the Company's financial statements as at March 31, 2023

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Change in Benefit Obligation</b>		
Benefit Obligation at the beginning of the year	17,304.88	17,242.85
Service Cost - Employer obligation	770.54	620.60
Employee Contribution	1,130.80	1,024.87
Interest Expense	1,410.89	1,173.45
Actuarial (gain) / loss	171.93	(122.01)
Benefits Paid including transfer in / transfer out	(1,674.31)	(2,634.88)
<b>Benefit Obligation at the end of the year</b>	<b>19,114.73</b>	<b>17,304.88</b>
<b>Change in Plan assets</b>		
Fair value of Plan asset at the beginning of the year	16,302.71	16,240.22
Interest Income	1,329.71	1,107.61
Remeasurement*	262.53	(50.66)
Contributions Employee / Employer	1,901.33	1,640.41
Benefits Paid including transfer in / transfer out	(1,674.31)	(2,634.87)
<b>Fair value of Plan asset at the end of the year</b>	<b>18,121.97</b>	<b>16,302.71</b>
<b>Net Liability</b>	<b>992.76</b>	<b>1,002.17</b>

\* Includes unrealized loss on investment in certain bonds by the PF Trust.

#### Amount recognized in the Statement of Profit & Loss and Other Comprehensive Income:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Statement of Profit and Loss</b>		
Company contribution to provident fund	770.54	620.60
	<b>770.54</b>	<b>620.60</b>
<b>Remeasurement of net Defined benefit liability / (Asset)</b>		
Actuarial (gain) / loss	171.93	(122.01)
Return of plan assets excluding amount included in interest Income	(181.35)	122.01
	<b>(9.42)</b>	<b>-</b>

#### The Breakup of plan assets into various categories is as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Central and State Government bonds	61.65%	61.70%
Public Sector and Private Sector banks	35.19%	35.13%
Others	3.16%	3.17%

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

The principal assumptions used in determining the present value obligation of interest guarantee under the deterministic approach are as follows:

	As at March 31, 2023	As at March 31, 2022
Discount rate	7.30%	7.30%
Average remaining tenure of investment portfolio	4.97 years	6.57 years
Guaranteed rate of return	8.15%	8.10%
Expected rate of return	7.46%	8.05%

The amount recognized as an expense towards contribution to this plan for the year ended March 31, 2023 aggregated to ₹ 770.54 lakhs (March 31, 2022 ₹ 620.60 lakhs), the Company has recognized in other comprehensive income for the year ended March 31, 2023 ₹ (9.42) lakhs (March 31, 2022 ₹ Nil) respectively.

### (b) Gratuity

The Company operates a post employment benefit plan that provides for gratuity benefit to the employees of the Company. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit. Further, in case of the branch in Germany, pension contributions are also made as per the local laws and regulations. The Company provides for these pension benefits, a defined benefit plan, covering all eligible employees.

Particulars	As at March 31, 2023	As at March 31, 2022
Defined benefit asset (a)	2,374.89	2,352.74
Defined benefit liability (b)	2,578.49	2,641.42
<b>Net employee benefit liabilities / (assets) (c = b - a)</b>	<b>203.60</b>	<b>288.68</b>
Non-current	203.60	288.68

#### Reconciliation of the net defined benefit liability:

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability / (asset) and its components:

#### (i) Reconciliation of present value of defined benefit obligation:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	2,641.42	2,503.37
Benefits paid	(343.31)	(341.98)
Current service cost	304.11	293.40
Interest cost	150.89	135.30
Actuarial (gains) / losses recognized in other comprehensive income		
- changes in financial assumptions	(98.23)	(46.06)
- experience adjustments	(76.39)	97.40
<b>Balance at the end of the year (a)</b>	<b>2,578.49</b>	<b>2,641.42</b>

#### (ii) Reconciliation of the present value of plan assets:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	2,352.74	2,482.87
Contributions paid into the plan	288.68	-
Benefits paid	(343.31)	(341.98)
Interest income	150.81	149.47
Return on plan assets recognized in other comprehensive income	(74.03)	62.37
<b>Balance at the end of the year (b)</b>	<b>2,374.89</b>	<b>2,352.74</b>
<b>Net defined benefit liability / (asset) (c = a - b)</b>	<b>203.60</b>	<b>288.68</b>

As at March 31, 2023 and March 31, 2022, plan assets were primarily invested in insurer managed funds.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

- (iii) The amount for the year ended March 31, 2023 and year ended March 31, 2022 recognized in the Statement of Profit and Loss under employee benefit expense are as follows

Particulars	As at March 31, 2023	As at March 31, 2022
Service Cost	304.11	293.40
Net Interest Cost	0.08	(14.17)
<b>Net Gratuity Cost</b>	<b>304.19</b>	<b>279.23</b>

- (iv) The amounts for the year ended March 31, 2023 and March 31, 2022 recognized in the Statement of Other Comprehensive Income are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Remeasurements of the net defined benefit liability / (asset)</b>		
Actuarial (gains) / losses	(174.62)	51.34
(Return) / loss on plan assets excluding amounts included in the net interest on the net defined benefit liability / (asset)	74.03	(62.37)
<b>Net Gratuity gain</b>	<b>(100.59)</b>	<b>(11.04)</b>

- (v) Actuarial assumptions - defined benefit obligations

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.30%	6.41%
Expected return on plan assets	7.30%	6.41%
Salary escalation rate	10.00%	10.00%
Attrition rate	20.00%	20.00%

The discount rate is based on the prevailing market yields of Indian government securities for the estimated term of the obligations. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations. The estimates of future salary escalations considered takes into account the inflation, seniority, promotion and other relevant factors. Attrition rate considered is the management's estimate, based on previous years' employee turnover of the Company.

As at March 31, 2023 and March 31, 2022, plan assets were primarily invested in insurer managed funds.

- (vi) Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate (1% movement)	(101.47)	(110.89)
Discount rate (-1% movement)	110.94	121.57
Future salary growth (1% movement)	113.01	128.79
Future salary growth (-1% movement)	(105.47)	(119.90)
Attrition rate (1% movement)	(18.10)	(23.37)
Attrition rate (-1% movement)	19.40	25.21

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

The expected future contribution and estimated future benefit payments from the fund are as follows:

Expected contribution to the fund for next 12 months	288.54	304.19
<b>Estimated benefit payments from the fund during:</b>		
Year 1	670.58	574.91
Year 2	367.62	401.06
Year 3	340.92	345.40
Year 4	298.83	317.43
Year 5	273.97	310.80
Year 6-10	967.89	945.47
Thereafter	790.54	789.47

### (c) Pension

Particulars	As at March 31, 2023	As at March 31, 2022
Defined benefit asset (a)	1,434.85	1,324.87
Defined benefit liability (b)	1,794.48	1,659.59
<b>Net employee benefit liabilities (c = b - a)</b>	<b>359.63</b>	<b>334.72</b>
<b>Non-current</b>	<b>359.63</b>	<b>334.72</b>

#### Reconciliation of the net defined benefit liability (Pension):

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability and its components:

#### (i) Reconciliation of present value of defined benefit obligation:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1,659.59	1,962.70
Interest cost	36.46	23.95
Benefits paid	(0.63)	(0.60)
Actuarial losses / (gains) recognised in other comprehensive income	(6.90)	(284.37)
Exchange losses / (gains)	105.96	(42.09)
<b>Balance at the end of the year (a)</b>	<b>1,794.48</b>	<b>1,659.59</b>

#### (ii) Reconciliation of present value of the plan assets:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	1,324.87	1,505.20
Contributions paid into the plan	9.82	10.19
Benefits paid	(0.63)	(0.60)
Expected return on plan assets	29.21	18.43
Actuarial losses / (gains) recognised in other comprehensive income	(13.04)	(176.13)
Exchange gains / (losses)	84.62	(32.22)
<b>Balance at the end of the year (b)</b>	<b>1,434.85</b>	<b>1,324.87</b>
<b>Net defined benefit liabilities (c = a - b)</b>	<b>359.63</b>	<b>334.72</b>

Note: Pension is on account of Germany Branch.

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Actuarial assumptions - defined benefit obligations

(iii) The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	2.10%	2.10%
Expected return on plan assets	2.10%	2.10%

The discount rate is based on the prevailing market yields of government securities for the estimated term of the obligations. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.

### 31. Financial instruments – fair values and risk management

#### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because the cost represents estimate of fair value.

#### A. Accounting classification and fair values

As at March 31, 2023:

As at March 31, 2023:								
Financial assets measured at fair value	Fair value Hedging Instruments	Carrying amount			Fair value hierarchy			
		FVTPL	FVTOCI	Total	Level 1	Level 2	Level 3	Total
Investments (non-current)								
Investments in fixed maturity plans	-	1,585.05	-	1,585.05	1,585.05	-	-	1,585.05
Investments in arbitrage funds	-	9,912.38	-	9,912.38	9,912.38	-	-	9,912.38
Equity linked funds	-	10,392.61	-	10,392.61	10,392.61	-	-	10,392.61
Perpetual bond	-	-	759.64	759.64	-	759.64	-	759.64
Corporate Bond funds	-	12,215.92	-	12,215.92	12,215.92	-	-	12,215.92
Debt ETFs Quoted	-	8,991.08	-	8,991.08	8,991.08	-	-	8,991.08
Alternative Investment Funds	-	-	594.14	594.14	-	-	594.14	594.14
Investments (current)								
Liquid mutual funds	-	2,024.57	-	2,024.57	2,024.57	-	-	2,024.57
Debt ETFs Quoted	-	1,229.07	-	1,229.07	1,229.07	-	-	1,229.07
Investment in market linked debentures	-	600.00	-	600.00	600.00	-	-	600.00
Investment in Index Funds / Fund of Funds	-	504.32	-	504.32	504.32	-	-	504.32
	-	47,455.00	1,353.78	48,808.78	47,455.00	759.64	594.14	48,808.78

Financial assets not measured at fair value	Carrying amount Amortised cost
<b>Investments (non-current)</b>	
Investments in preference shares	1,500.00
Non convertible debentures	701.48
Investment in Zero coupon bonds	1,334.14
Investments in tax free bonds	3,329.79
<b>Investments (current)</b>	
Investment in Corporate Fixed Deposits	2,000.00
Investment in zero coupon bonds	545.30

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Financial assets not measured at fair value	Carrying amount Amortised cost
<b>Other financial assets (non-current)</b>	
Security deposits	169.22
Advances to employees	3.55
Trade receivables	6,022.71
Cash and bank balances	733.19
Unbilled revenue	1,655.48
<b>Other financial assets (current)</b>	
Advances to employees	9.39
Accrued interest income	387.25
Security deposits	42.17
	<b>18,433.67</b>

Financial liabilities not measured at fair value	Carrying amount Amortised cost
Lease liabilities (non-current)	222.25
Trade payables	942.80
Other financial liabilities (current)	
Employee related payments	1,825.80
Lease liabilities	110.49
Unpaid dividends	124.60
	<b>3,225.94</b>

Financial liabilities measured at fair value	Carrying amount			Fair value hierarchy				
	FV Hedging instruments	FVTPL	FVTOCI	Total	Level 1	Level 2	Level 3	Total
Derivative liabilities	215.26	-	-	<b>215.26</b>	-	215.26	-	<b>215.26</b>
	<b>215.26</b>			<b>215.26</b>	-	<b>215.26</b>	-	<b>215.26</b>

The carrying amount of cash and bank balances, trade receivables, investments carried at amortised cost, security deposits, advance to employees, accrued interest, unbilled revenue, trade payables, employee related payables, unpaid dividends, lease liabilities are considered to be the same as their fair values, since they are short-term in nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk. The carrying amount of preference shares, Non-convertible debentures, zero coupon bonds, corporate fixed deposits and tax free bonds carried at amortised cost are considered to be same as fair value of the investments.

As at March 31, 2022:		Carrying amount			Fair value hierarchy			
Financial assets measured at fair value	Fair value Hedging Instruments	FVTPL	FVTOCI	Total	Level 1	Level 2	Level 3	Total
<b>Investments (non-current)</b>								
Investments in fixed maturity plans	-	1,534.03	-	<b>1,534.03</b>	1,534.03	-	-	<b>1,534.03</b>
Investments in arbitrage funds	-	12,458.33	-	<b>12,458.33</b>	12,458.33	-	-	<b>12,458.33</b>
Equity linked funds	-	9,350.96	-	<b>9,350.96</b>	9,350.96	-	-	<b>9,350.96</b>
Perpetual bonds	-	-	789.75	<b>789.75</b>	-	789.75	-	<b>789.75</b>
Debt funds	-	9,857.43	-	<b>9,857.43</b>	9,857.43	-	-	<b>9,857.43</b>
Corporate Bond funds	-	7,950.71	-	<b>7,950.71</b>	7,950.71	-	-	<b>7,950.71</b>
Market linked debentures	-	399.45	-	<b>399.45</b>	399.45	-	-	<b>399.45</b>
Alternative Investment Funds	-	-	270.00	<b>270.00</b>	-	-	270.00	<b>270.00</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

As at March 31, 2022:	Carrying amount				Fair value hierarchy			
Financial assets measured at fair value	Fair value Hedging Instruments	FVTPL	FVTOCI	Total	Level 1	Level 2	Level 3	Total
<b>Investments (current)</b>								
Liquid funds	-	620.18	-	620.18	620.18	-	-	<b>620.18</b>
Investments in fixed maturity plans	-	3,051.38	-	3,051.38	3,051.38	-	-	<b>3,051.38</b>
Derivative instruments	249.61	-	-	249.61	-	249.61	-	<b>249.61</b>
	<b>249.61</b>	<b>45,222.48</b>	<b>1,059.75</b>	<b>46,531.84</b>	<b>45,222.48</b>	<b>1,039.36</b>	<b>270.00</b>	<b>46,531.84</b>

Financial assets not measured at fair value	Carrying amount Amortized cost
<b>Investments (non-current)</b>	
Investments in preference shares	1,500.00
Investment in Non convertible debentures	701.63
Investments in tax free bonds	5,385.59
<b>Other financial assets (non-current)</b>	
Security deposits	89.50
Advances to employees	3.50
Trade receivables	7,076.55
Cash and bank balances	1,220.21
Unbilled revenue	1,466.21
<b>Other financial assets (current)</b>	
Advances to employees	6.60
Accrued interest income	332.76
Security deposits	42.32
	<b>17,824.87</b>

Financial liabilities not measured at fair value	Carrying amount Amortized cost
Trade payables	1,529.06
<b>Other financial liabilities (current)</b>	
Employee related payments	3,312.64
Lease liabilities	25.64
Unpaid dividends	124.40
	<b>4,991.74</b>

The carrying amount of cash and bank balances, trade receivables, investments carried at amortised cost, security deposits, advance to employees, accrued interest, trade payables, employee related payables, unpaid dividends, lease liabilities are considered to be the same as their fair values, since they are short-term in nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk. The carrying amount of Non-convertible debentures, preference securities and tax free bonds carried at amortised cost are considered to be same as fair value of the investments.

**Derivative instruments (assets and liabilities):** The Company enters into derivative financial instruments with banks with investment grade credit ratings. Derivatives valued using valuation techniques with market observable inputs are foreign exchange forward contracts and foreign exchange option contracts. The most frequently applied valuation techniques include forward pricing and Black Scholes models (for option valuation), using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, and forward rate curves of the underlying. As at March 31, 2023, the changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognized at fair value.



## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Details of assets and liabilities considered under Level 3 classification:

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
	FVTOCI	FVTOCI
	Alternative Investment Funds	Alternative Investment Funds
Opening balance as at April 1	270.00	-
Add : Investment made during the year	380.00	270.00
Less: Due to changes in fair value	(55.86)	-
Closing balance as at March 31	594.14	270.00

The Company has determined the fair value based on the recent transaction price.

There have been no transfers among Level 1, Level 2 and Level 3 investments during the year ended March 31, 2023 and March 31, 2022.

### B. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk

#### i. Risk management framework

The Company's principal financial liabilities comprise trade payables, other payables and unpaid dividend. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include trade receivables, cash and cash equivalents and unbilled revenues that derive directly from its operations.

The Company's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Company's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk for the Company pertains to investing activities. The Company's exposure to credit risk is influenced mainly by the individual characteristic of customers and counterparties to derivative instruments such as banks.

#### ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in debt securities.

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 6,022.71 lakhs and ₹ 7,076.55 lakhs as of March 31, 2023 and March 31, 2022, respectively and unbilled revenues amounting to ₹ 1,655.48 lakhs and ₹ 1,466.21 lakhs as of March 31, 2023 and March 31, 2022 respectively. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the company grants credit terms in the normal course of business. As per Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenues.

The following table gives details in respect of percentage of revenues generated from top two customers and top ten customers:

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Revenue from top 2 customers	22.51%	24.20%
Revenue from top 10 customers	66.10%	69.18%

The carrying amount of the following financial assets represents the maximum credit exposure:

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Trade receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. The Company establishes an allowance for impairment that best represents its estimate of expected losses in respect of trade receivables. The Company has established a credit policy under which each new customer is analyzed individually for credit worthiness before the standard payment and delivery terms and conditions are offered. The balance outstanding of trade receivable is less than 180 days.

### Cash and bank balances

The Company held cash and bank balances of ₹ 733.19 lakhs at March 31, 2023 (March 31, 2022: ₹ 1,220.21 lakhs).

### Derivatives

The derivatives are entered with banks being counterparty.

### iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulties in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Company has no outstanding bank borrowings. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

As at March 31, 2023:	Contractual cash flows				
	Carrying amount	Less than 1 year	1-2 years	2-4 years	4-7 years
<b>Non-derivative financial liabilities</b>					
Lease liabilities(non-current)	222.25	-	222.25	-	-
Trade payables	942.80	942.80	-	-	-
Other financial liabilities (current)					
- Employee related payments	1,825.80	1,825.80	-	-	-
- Lease liabilities	110.49	110.49	-	-	-
- Unpaid dividends	124.60	124.60	-	-	-
	<b>3,225.94</b>	<b>3,003.69</b>	<b>222.25</b>	<b>-</b>	<b>-</b>

As at March 31, 2022:	Contractual cash flows				
	Carrying amount	Less than 1 year	1-2 years	2-4 years	4-7 years
<b>Non-derivative financial liabilities</b>					
Trade payables	1,529.06	1,529.06	-	-	-
Other financial liabilities (current)					
Employee related payments	3,312.64	3,312.64	-	-	-
Lease liabilities	25.64	25.64	-	-	-
Unpaid dividends	124.40	124.40	-	-	-
	<b>4,991.74</b>	<b>4,991.74</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Company is exposed to market risk primarily related to the market value of its investments. Thus, the exposure to market risk is primarily related to investing activities. The objective of market risk management is to diversify our portfolio according to nature of investments to mitigate risks.

### Currency risk

The Company is exposed to currency risk on account of export of services in foreign currency. The functional currency of the Company is Indian Rupee. The summary quantitative data about the Company's exposure to currency risk from non-derivative financial instrument is as follows:

#### As at March 31, 2023

Currency	Amount in foreign currency lakhs			Amount in ₹ lakhs		
	Current Assets	Current Liabilities	Net receivable/ (payable)	Current Assets	Current Liabilities	Net receivable/ (payable)
Euro (EUR)	16.19	0.36	15.83	1,447.03	32.56	1,414.47
British Pound (GBP)	0.22	-	0.22	22.03	-	22.03
Japanese Yen (JPY)	6.24	23.72	(17.48)	3.85	14.64	(10.79)
US Dollar (USD)	52.53	4.20	48.33	4,317.58	345.12	3,972.46
Taiwan Dollars (TWD)	-	1.88	(1.88)	-	5.07	(5.07)

#### As at March 31, 2022

Currency	Amount in foreign currency lakhs			Amount in ₹ lakhs		
	Current Assets	Current Liabilities	Net receivable/ (payable)	Current Assets	Current Liabilities	Net receivable/ (payable)
Euro (EUR)	9.01	0.69	8.32	757.35	58.13	699.22
British Pound (GBP)	0.51	-	0.51	50.33	-	50.33
Japanese Yen (JPY)	8.89	19.59	(10.70)	5.53	12.19	(6.66)
US Dollar (USD)	70.01	7.85	62.16	5,301.41	594.05	4,707.36
Taiwan Dollars (TWD)	-	3.25	(3.25)	-	8.57	(8.57)
Swedish Krona (SEK)	-	0.95	(0.95)	-	7.72	(7.72)

### Sensitivity Analysis

A reasonably possible strengthening / (weakening) of the INR, US Dollar, Euro and all other currencies as at March 31, 2023 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in a particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>As at March 31, 2023</b>				
USD (1% movement)	39.73	(39.73)	29.73	(29.73)
EUR (1% movement)	14.15	(14.15)	10.59	(10.59)
<b>As at March 31, 2022</b>				
USD (1% movement)	47.07	(47.07)	35.22	(35.22)
EUR (1% movement)	6.99	(6.99)	5.23	(5.23)

The following significant exchange rates have been applied during the year:

	Spot rate as at	
	March 31, 2023	March 31, 2022
USD	82.20	75.72
EUR	89.38	84.04

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Hedge accounting

The Company enters into foreign exchange forward contracts and option contracts to hedge its revenue including its future receivables. As per the current policy of the Company, it takes foreign exchange forward contracts for currencies primarily denominated in the US Dollar and Euro. The Company currently does not have a foreign currency hedge in respect of its investments in subsidiaries outside India.

The following table presents the aggregate contracted principal amounts of the Company's derivative contracts outstanding:

Particulars		As at March 31, 2023	As at March 31, 2022
<b>Designated derivative instruments</b>			
Sell - Forward contracts	USD	(152.40)	180.37
	EUR	(62.86)	69.24
	<b>Contract Value in USD Million</b>	22.67	24.70
	<b>Contract Value in EUR Million</b>	3.05	2.33

The following table summarizes activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Balance as at the beginning of the year</b>	<b>248.66</b>	<b>495.15</b>
Changes in the FV of effective portion of derivatives	(42.29)	(892.77)
Net gain / (loss) reclassified to Statement of Profit and Loss on occurrence of hedged transactions	(417.74)	644.11
Ineffective portion of derivatives charged to Statement of Profit and Loss	4.83	2.17
(Loss) / gain on cash flow hedging derivatives	(455.20)	(246.49)
Balance as at year end	(206.53)	248.66
Deferred tax thereon	50.48	(61.68)
<b>Balance as at the end of the year, net of deferred tax</b>	<b>(156.05)</b>	<b>186.98</b>

The related hedge transactions for balance is cash flow hedging reserves as of March 31, 2023 are expected to occur and be re-classified to the Statement of Profit and Loss over a period of 1 year.

As of March 31, 2023 and March 31, 2022, there were no significant gains or losses on derivative transactions or portions thereof that have become ineffective as hedges, or associated with an underlying exposure that did not occur.

### 32. Capital management

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to equity shareholders.

The Company monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities less cash and cash equivalents. Adjusted equity comprises all components of equity, other than amounts accumulated in the hedging reserve.

The Company's policy is to keep the ratio below 2.00. The Company's adjusted net debt to equity ratio at March 31, 2023 and March 31, 2022 was as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Total liabilities	9,172.94	10,676.74
Less: Cash and cash equivalents and other bank balances	733.19	1,220.21
<b>Adjusted net debt</b>	<b>8,439.75</b>	<b>9,456.53</b>
Total equity	71,809.57	65,656.48
Less: Cash flow hedging reserve	(156.05)	186.98
<b>Adjusted equity</b>	<b>71,965.62</b>	<b>65,469.50</b>
<b>Adjusted net debt to adjusted equity ratio</b>	<b>0.12</b>	<b>0.14</b>

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 33. Contingent liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Bank guarantees	13.82	5.85
Income taxes* (matters pertaining to disputes on tax holiday benefits, transfer pricing and disallowance of certain expenses claimed by the Company)	18,279.71	17,411.19
Indirect taxes* (includes matters pertaining to disputes on VAT/sales tax and service tax)	9,808.88	9,808.88

\*The Company is contesting the demands and based on expert advice, the management believes that its position will likely be upheld in the various appellate authorities/courts. The Company is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Company's Management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Company's results of operations or financial condition.

The Company has been sanctioned a non-fund-based credit facility of ₹ 2,400 lakhs by Union Bank of India and ₹ 500 lakhs by Citibank NA. Of the credit facilities, the Company has utilized ₹ 13.82 lakhs with Union Bank of India on reporting date for the purpose of issuance of Bank Guarantees. The Company has not utilised any working capital limits and is not required to submit periodic statement of stock and book debts.

### 34. Dues to micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006 ('the MSMED Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2023 has been made in the standalone financial statements based on information received and available with the Company. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Company has not received any claim for interest from any supplier as at the Balance Sheet date.

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
(i) The principal amount due to suppliers registered under the MSMED Act and remaining unpaid	45.01	102.73
(ii) Interest due to suppliers registered under the MSMED Act and remaining unpaid	-	-
(iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(iv) Interest paid, other than under Section 16 of the MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(v) Interest paid, under Section 16 of the MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(vi) Interest due and payable on March 31, 2023 towards suppliers registered under the MSMED Act, for the payments already made	-	-
(vii) Further interest remaining due and payable for earlier years	-	-

## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 35. Financial Ratios

Sl. No.	Ratio	Methodology	For the year ended	
			31-Mar-23	31-Mar-22
a	Current Ratio	Current Assets / Current Liabilities	2.23	1.58
b	Debt Equity Ratio*	Debt / (Equity + Reserves)	-	-
c	Debt Service Coverage Ratio*	EBITDA / (Interest + Principal)	-	-
d	Return on Equity Ratio %	PAT / Average Net Worth (%)	14.28%	20.94%
e	Inventory turn over Ratio**	NA	-	-
f	Trade receivable to turn over Ratio	Revenue from operations / Average Trade Receivables	5.36	5.94
g	Trade payable to turn over Ratio	Adjusted Expenses / Average Trade Payables	3.33	2.56
h	Net Capital Turnover Ratio	Revenue from Operations / Average Working Capital	4.42	4.13
i	Net profit Ratio %	PAT / Revenue from operations (%)	27.96%	33.25%
j	Return on Capital Employed %	PBIT / Average Capital Employed (%)	16.60%	25.51%
k	Return on Investment %	Interest income, dividend income, net gain on sale of investments and net fair value gain / Average Investments (%)	10.36%	8.46%

\* Debt free Company and hence these ratios are not applicable.

\*\* Inventory turn over ratio is not applicable, since the Company does not hold any inventories

#### Notes

EBITDA - Earnings before interest, taxes, depreciation and amortisation.

PAT - Profit after taxes.

Adjusted expenses refers to other expenses net of non-cash expenses and donations.

PBIT - Profit before interest and taxes including other income.

Investments include non-current investment, current investment and other bank balances.

#### Explanation for variance exceeding 25%

Current ratio increased due to increase in current investments (refer a above)

Trade payable to turn over ratio increased due to increase in expenses compared to previous year (refer g above)

Return on equity (refer d above) and Return on capital employed (refer j above) decreased due to decrease in revenue which is marginally offset by increase in other income

**Notes to the Standalone Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

**36. Leases**

<b>(A)(ia) Right of Use assets</b>		<b>March 31, 2023</b>	<b>March 31, 2022</b>
		<b>Category of ROU asset</b>	<b>Category of ROU asset</b>
		<b>Premises</b>	<b>Premises</b>
<b>Opening balance</b>		<b>24.93</b>	<b>-</b>
Additions (refer note 4)		366.78	67.98
Amortization (refer Note 4)		65.68	43.05
Retirement		-	-
<b>Closing balance</b>		<b>326.03</b>	<b>24.93</b>
<b>(ib) Lease liabilities</b>			
<b>Opening balance</b>		<b>25.64</b>	<b>-</b>
Additions (refer note 4)		366.78	67.98
Lease payments		(59.68)	(42.34)
<b>Closing balance</b>		<b>332.74</b>	<b>25.64</b>
<b>(ii) Break-up of current and non-current lease liabilities</b>			
<b>Particulars</b>		<b>March 31, 2023</b>	<b>March 31, 2022</b>
Current lease liabilities		110.49	25.64
Non-current lease liabilities		222.25	-
		<b>332.74</b>	<b>25.64</b>
<b>(iii) Maturity analysis of lease liabilities</b>			
<b>Particulars</b>		<b>March 31, 2023</b>	<b>March 31, 2022</b>
Less than one year		110.49	25.64
One to five years		222.25	-
<b>Total</b>		<b>332.74</b>	<b>25.64</b>
<b>(iv) Amounts recognised in Statement of Profit and Loss</b>			
<b>Particulars</b>		<b>March 31, 2023</b>	<b>March 31, 2022</b>
Interest on lease liabilities		13.37	3.26
Rent expenses on short term leases		166.17	138.56
Depreciation		65.68	43.05
<b>(v) Amounts recognised in Statement of Cash Flows</b>			
<b>Particulars</b>		<b>March 31, 2023</b>	<b>March 31, 2022</b>
Total cash outflow for leases		73.05	45.60



## Notes to the Standalone Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 37. The Company:

- (a) does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (b) does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956.
- (c) has complied with the number of layers prescribed under clause (87) of Section 2 of the Act read with the Companies (Restriction on number of Layers) Rules, 2017.
- (d) does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (e) has not traded or invested in crypto currency or virtual currency during the financial year.

As per our report of even date attached.

#### for M S K A & Associates

Chartered Accountants

Firm's Registration Number: 105047W

#### Manish P Bathija

Partner

Membership No.216706

**Bengaluru**

May 2, 2023

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

#### Rajiv C. Mody

Chairman and Managing Director

DIN: 00092037

#### Priyaranjan

Chief Financial Officer

**Bengaluru**

May 2, 2023

#### Abhijit Kabra

Chief Executive Officer

#### Paawan Bhargava

Company Secretary

## Independent Auditor's Report

### To the Members of Sasken Technologies Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated Financial Statements of Sasken Technologies Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015 ("Ind AS") and other accounting principles generally accepted in India, of their consolidated state of affairs of the Group as at March 31, 2023, of consolidated profit and other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the Consolidated Financial Statements in terms of the Code of Ethics issued by Institute of Chartered Accountants of India ("ICAI"), and the relevant provisions of the Act and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated Financial Statements for the year ended March 31, 2023. These matters were addressed in the context of our audit of the Consolidated Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	<b>Revenue Recognition from Fixed Price Contracts (Refer Note 3(e) to the Consolidated Financial Statements)</b> Revenue from fixed price contracts is recognized using percentage of completion method ("POC") as per the input method prescribed under Ind AS 115 - Revenue from contracts with customers ("Ind AS 115") where performance obligations are satisfied over time. The POC method involves computation of actual cost incurred till date and estimation of total future cost to be incurred towards remaining performance obligations over the life of the project, which involves following factors requiring significant auditor attention:  i. there is an inherent estimation uncertainty relating to determination of the progress of each contract, cost incurred till date and future cost to complete the remaining performance obligation on the contract, given the customized nature of the contracts.	Our audit procedures related to estimation of total cost to complete the contract for fixed price contracts included but not limited to following:  i. Obtained an understanding of the systems, processes and controls implemented by management for recording and computing revenue and associated contract assets, and unearned revenue and contract liabilities  ii. Verified the design, implementation and operating effectiveness of the internal financial controls implemented by the Group with respect to estimation of future cost to completion, estimation of provision for onerous contract, measurement of unbilled revenue, unearned revenue, total contract revenue on its completion, approval and recording of revenue on a test check basis.  iii. Internal Information technology ('IT') specialists were involved to verify the design and operating effectiveness of key application controls relating to revenue recognition which, included testing of automated controls, system generated reports and system reconciliations.  iv. We performed below substantive audit procedures on a test check basis for fixed price contracts :-  a. Verified the contractual terms to identify the performance obligation and assessed the basis of revenue recognition in accordance with Ind AS 115;  b. Compared the status of delivery of the milestones and customer acceptances with the agreed timelines as per the contract to identify possible delays in achieving the milestones which require changes in estimated cost to complete the contract;  c. Performed inquiries with Delivery/ Project managers to corroborate the status of contracts;

## Independent Auditor's Report (Contd.)

Sr. No	Key Audit Matter	How the Key Audit Matter was addressed in our audit
	<p>ii. the estimation of total cost to complete the contract involves significant judgement throughout the period of contract and is subject to revision as the contract progresses based on latest available information and also involves critical estimates to make provision for onerous contract, if any;</p> <p>iii. At year end a significant amount of contract assets (unbilled revenue) and contract liabilities (unearned revenue) related to each contract is to be identified which involve significant judgement and estimation.</p> <p>In view of above, the above matter has been identified as a key audit matter.</p>	<p>d. Carried out a retrospective assessment of costs incurred with estimated costs to identify any significant variation and verified whether those variations have been considered in estimating the remaining costs to complete the contract.</p> <p>e. Verified that the revenue in foreign currency is recognized applying the spot exchange rate between the functional currency and the foreign currency at the date of the transaction.</p> <p>f. Verified the mathematical accuracy of the calculation of revenue using the ratio of actual costs incurred to estimated costs.</p> <p>g. Verified the accuracy of the actual cost incurred in respect of fixed price contracts.</p> <p>h. Assessed the appropriateness of work in progress (contract assets) on balance sheet date by evaluating the underlying documentation to identify possible changes in estimated costs to complete the remaining performance obligations; and</p> <p>i. Inspected underlying documents to determine reasonableness of contract costs.</p> <p>On the basis of above procedures, verified that adequate provision has been accounted for in respect of onerous contracts.</p> <p>Verified that the adequate disclosure has been made in respect of revenue from contracts with customers, contract assets (unbilled revenue) and contract liabilities (unearned revenue) in compliance with the requirements of Ind AS 115 - 'Revenue from contracts with customer'.</p>
2	<p><b>Evaluation of uncertain tax positions (Direct Tax and Indirect Tax)</b></p> <p>Refer Note 34 to the Financial Statements</p> <p>The Group has ongoing litigations with respect to Direct tax and Indirect tax at various levels. There are significant matters of interpretation in terms of application of tax laws and rules to determine current and deferred taxes. The Group's tax positions are challenged by the tax authorities on a range of tax matters including indirect tax matters.</p> <p>This requires the Management to make significant judgements and evaluations of the outcome of uncertain tax positions that are currently in litigation before various tax authorities and thus it may significantly impact the recognition of liabilities and contingent liability related disclosure as per requirements of 'Ind AS 37 - Provisions, Contingent Liabilities, and Contingent Assets'.</p> <p>In view of the above and significance of the matter, this has been identified as a key audit matter.</p>	<p>Our audit procedures related to Evaluation of uncertain tax positions included but not limited to following</p> <p>i. Obtained a detailed understanding of the managements process for determining statutory liabilities, provisions and contingent liabilities pertaining to tax claims and disputes.</p> <p>ii. Verified the design, implementation, and operating effectiveness of key internal financial controls over review and approval of accounting of uncertain tax positions and related disclosures in the consolidated financial statements.</p> <p>iii. Obtained the details and understood the nature of tax positions and litigations pending against the Group by reading the minutes of various meetings and discussing the developments during the year for litigations with Head of Legal and Compliance and with other Senior Management personnel.</p> <p>iv. Obtained management's evaluation on outcome of these matters, where applicable.</p> <p>v. Read the orders received by the Group from the tax authorities.</p> <p>vi. We along with our internal tax experts</p> <p>a. read and analyzed key correspondences and relevant legal precedence and other rulings on test check basis;</p> <p>b. evaluated the Group's key underlying assumptions in estimating the tax provisions;</p> <p>c. assessed the Group's estimate of the possible outcome of the disputed cases;</p> <p>vii. Assessed whether the Group's disclosures in Note 34 to the Consolidated Financial Statements - Contingent liabilities and commitments, adequately disclose the relevant facts and circumstances of the Group in compliance with Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets and Ind AS 12 Income Tax.</p>

## Independent Auditor's Report (Contd.)

### Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the Consolidated Financial Statements and our auditor's report thereon.

Our opinion on the Consolidated Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated Financial Statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Consolidated Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities in the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the respective entities in the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Standards on Auditing ("SAs") will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated Financial Statements.

We give in "Annexure A" a detailed description of Auditor's responsibilities for Audit of the Consolidated Financial Statements.

### Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report, to the extent applicable, 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 of the aforesaid Consolidated Financial Statements.
  - b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examinations of those books.
  - c. The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
  - d. In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
  - e. On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f. With respect to the adequacy of internal financial controls with reference to Consolidated Financial Statements of the Group, and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

## Independent Auditor's Report (Contd.)

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Consolidated Financial Statements disclose the impact of pending litigations on the consolidated financial position of the Group, refer Note 34 to the Consolidated Financial Statements.
  - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.
  - iv. (a) The Management of the Holding Company incorporated in India whose Consolidated Financial Statements have been audited under the Act have represented to us that to the best of their knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, or in any other person(s) or entities, including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that such parties shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries, ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of Ultimate Beneficiaries.
  - (b) The Management of the Holding Company whose financial statements have been audited under the Act have represented to us that, to the best of their knowledge and belief, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entities, including foreign entities with the understanding, whether recorded in writing or otherwise, as on the date of this audit report, that the Holding Company or any of such subsidiaries, shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, and performed by us, and according to the information and explanations provided to us by the Management of the Holding company in this regard nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (1) and (2) above, contain any material mis-statement.
  - v. On the basis of our verification, we report that:
    - (a) The Interim dividend declared and paid by the Holding Company during the year and until the date of this audit report is in accordance with Section 123 of the Companies Act, 2013.
    - (b) The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with Section 123 of the Companies Act, 2013 to the extent it applies to payment of dividend.
    - (c) The Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of their respective members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividends. (refer Note 15(f) to the Consolidated Financial Statements)
  - vi. As proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Holding Company, only w.e.f. April 1, 2023, reporting under this clause is not applicable.
2. In our opinion, according to information, explanations given to us, the remuneration paid by the Group to its directors is within the limits laid prescribed under Section 197 of the Act and the rules thereunder.
3. According to the information and explanations given to us and based on the reports issued by us for the Holding Company as required by the Companies (Audit Report) Order issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications/adverse remarks. Further, CARO report is not applicable in respect of the subsidiary companies as they are not incorporated in India.

**For M S K A & Associates**

**Chartered Accountants**

ICAI Firm Registration No. 105047W

**Manish P Bathija**

Partner

Membership No. 216706

UDIN: 23216706BGYHPZ2165

Place: Bengaluru

Date: May 2, 2023

## Annexure A to the Independent Auditor's Report

### ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT ON EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SASKEN TECHNOLOGIES LIMITED

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Consolidated Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Consolidated Financial Statements, including the disclosures, and whether the Consolidated Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group and to express an opinion on the Consolidated Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the Consolidated Financial Statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated Financial Statements for the year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### For M S K A & Associates

##### Chartered Accountants

ICAI Firm Registration No. 105047W

##### Manish P Bathija

Partner

Membership No. 216706

UDIN: 23216706BGYPZ2165

Place: Bengaluru

Date: May 2, 2023

## Annexure B to the Independent Auditor's Report

### ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF SASKEN TECHNOLOGIES LIMITED

[Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' in the Independent Auditors' Report of even date to the Members of SASKEN TECHNOLOGIES LIMITED on the Consolidated Financial Statements for the year ended March 31, 2023.]

#### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

##### Opinion

In conjunction with our audit of the Consolidated Financial Statements of the Company as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to Consolidated Financial Statements of Sasken Technologies Limited (hereinafter referred to as "the Holding Company") as of that date.

In our opinion, and to the best of our information and according to the explanations given to us, the Holding Company, have, in all material respects, an adequate internal financial controls with reference to Consolidated Financial Statements and such internal financial controls with reference to Consolidated Financial Statements were operating effectively as at March 31, 2023, based on the internal financial controls with reference to Consolidated Financial Statements criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("the ICAI").

##### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Holding company, are responsible for establishing and maintaining internal financial controls based on the internal control with reference to Consolidated Financial Statements criteria established considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

##### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding company, based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the ICAI and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Consolidated Financial Statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to Consolidated Financial Statements and their operating effectiveness. Our audit of internal financial controls with reference to Consolidated Financial Statements included obtaining an understanding of internal financial controls with reference to Consolidated Financial Statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Consolidated Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to Consolidated Financial Statements of the Holding Company.

##### Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A Company's internal financial control with reference to Consolidated Financial Statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Consolidated Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control with reference to Consolidated Financial Statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Consolidated Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Consolidated Financial Statements.



## Annexure B to the Independent Auditor's Report (Contd.)

### Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to Consolidated Financial Statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to Consolidated Financial Statements to future periods are subject to the risk that the internal financial control with reference to Consolidated Financial Statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **For M S K A & Associates**

##### **Chartered Accountants**

ICAI Firm Registration No. 105047W

#### **Manish P Bathija**

Partner

Membership No. 216706

UDIN: 23216706BGYPZ2165

Place: Bengaluru

Date: May 2, 2023

## Consolidated Balance Sheet

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

	Notes	As at March 31, 2023	As at March 31, 2022
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	3,576.92	3,414.51
Right to use assets	4	326.03	24.93
Capital work-in-progress	5	3.68	3.03
Intangible assets	6	1.05	0.80
Financial assets			
Investments	7	51,316.24	50,197.87
Other financial assets	8	201.22	112.39
Deferred tax assets (net)	25	837.25	844.80
Other tax assets	25	4,722.20	4,547.31
Other non-current assets	9	1.23	-
<b>Total non-current assets</b>		<b>60,985.82</b>	<b>59,145.64</b>
<b>Current assets</b>			
Financial assets			
Investments	10	6,903.26	3,671.56
Trade receivables	11	7,178.24	8,169.19
Cash and cash equivalents	12	2,610.72	1,859.11
Other bank balances	12	184.86	164.55
Unbilled revenue		2,083.48	1,853.55
Derivative assets		-	249.61
Other financial assets	13	439.41	382.14
Contract assets	28	691.95	671.17
Other current assets	14	1,236.07	952.51
<b>Total current assets</b>		<b>21,327.99</b>	<b>17,973.39</b>
<b>TOTAL ASSETS</b>		<b>82,313.81</b>	<b>77,119.03</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
Share capital	15	1,505.09	1,505.09
Other equity		70,427.93	63,849.16
<b>Total equity</b>		<b>71,933.02</b>	<b>65,354.25</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial liabilities			
Lease liabilities	37	222.25	-
Provisions	16	703.58	768.71
<b>Total non-current liabilities</b>		<b>925.83</b>	<b>768.71</b>
<b>Current liabilities</b>			
Financial liabilities			
Trade payables	17		
Total outstanding dues to micro and small enterprises		45.01	102.73
Total outstanding dues to creditors other than micro and small enterprises		1,084.15	1,464.04
Lease liabilities	37	110.49	25.64
Other financial liabilities	18	1,950.40	3,437.04
Derivative liabilities		215.26	-
Deferred revenue	28	177.73	178.10
Other current liabilities	19	2,385.59	1,944.04
Provisions	20	1,499.36	1,482.06
Income tax liabilities (net)	25	1,986.97	2,362.42
<b>Total current liabilities</b>		<b>9,454.96</b>	<b>10,996.07</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>82,313.81</b>	<b>77,119.03</b>

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached.

**for M S K A & Associates**

Chartered Accountants

Firm's Registration Number: 105047W

**Manish P Bathija**

Partner

Membership No.216706

**Bengaluru**

May 2, 2023

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

**Rajiv C. Mody**

Chairman and Managing Director

DIN: 00092037

**Priyaranjan**

Chief Financial Officer

**Bengaluru**

May 2, 2023

**Abhijit Kabra**

Chief Executive Officer

**Paawan Bhargava**

Company Secretary

## Consolidated Statement of Profit and Loss

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

	Notes	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>INCOME</b>			
Revenue from operations	21	44,698.35	43,390.73
Other income	22	2,973.63	3,533.36
<b>Total income</b>		<b>47,671.98</b>	<b>46,924.09</b>
<b>EXPENSES</b>			
Employee benefits expense	23	28,647.93	25,981.49
Finance cost		13.37	4.52
Depreciation and amortization expense	4, 5	676.30	651.18
Other expenses	24	5,971.16	4,501.72
<b>Total expenses</b>		<b>35,308.76</b>	<b>31,138.91</b>
<b>Profit before tax</b>		<b>12,363.22</b>	<b>15,785.18</b>
<b>Tax expenses</b>	25		
Current income taxes		2,266.90	3,158.16
Deferred taxes		149.11	(197.59)
		<b>2,416.01</b>	<b>2,960.57</b>
<b>Profit for the year</b>		<b>9,947.21</b>	<b>12,824.61</b>
<b>Other comprehensive income / (loss)</b>			
<b>Items that will not be reclassified subsequently to the Statement of Profit and Loss</b>			
Remeasurement of defined benefit liability	30	(25.53)	119.37
Gain / (loss) on fair value changes for investments classified as fair value through other comprehensive income		(85.78)	8.25
Income tax relating to items that will not be reclassified subsequently to profit and loss	25	22.34	(3.73)
<b>Net other comprehensive gain / (loss) that will not be reclassified subsequently to profit and loss</b>		<b>(88.97)</b>	<b>123.89</b>
Effective portion of gains / (loss) on hedging instruments in cash flow hedges reclassified to Statement of Profit and Loss	31	(460.03)	(248.66)
Exchange differences in translating financial statements of foreign operations		164.72	(12.64)
Income tax relating to items that will be reclassified to the Statement of Profit and Loss	25	117.00	61.80
<b>Net other comprehensive income / (loss) that will be reclassified subsequently to Profit and Loss</b>		<b>(178.31)</b>	<b>(199.50)</b>
<b>Other comprehensive income / (loss) for the year, net of income tax</b>		<b>(267.28)</b>	<b>(75.61)</b>
<b>Total comprehensive income for the year, attributable to the owners of the Company</b>		<b>9,679.93</b>	<b>12,749.00</b>
<b>Earnings per share (EPS)</b> (Equity share of par value ₹ 10 each)	26		
Basic EPS		<b>66.14</b>	<b>85.31</b>
Diluted EPS		<b>65.58</b>	<b>85.22</b>
<b>Weighted average equity shares used in computing earnings per share</b>			
Basic EPS		1,50,38,789	1,50,32,285
Diluted EPS		1,51,68,479	1,50,48,188

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached.

**for M S K A & Associates**

Chartered Accountants

Firm's Registration Number: 105047W

**Manish P Bathija**

Partner

Membership No.216706

**Bengaluru**

May 2, 2023

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

**Rajiv C. Mody**

Chairman and Managing Director

DIN: 00092037

**Priyaranjan**

Chief Financial Officer

**Bengaluru**

May 2, 2023

**Abhijit Kabra**

Chief Executive Officer

**Paawan Bhargava**

Company Secretary

## Consolidated Statement of Changes in Equity

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

A. Equity share capital		Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current year	Changes in equity share capital during the year	Balance as at March 31, 2022					
A		B	C=A-B	D	E=C-D					
1,505.09		-	1,505.09	-	1,505.09					
Balance as at April 1, 2022		Changes in equity share capital due to prior period errors	Restated balance at the beginning of the current year	Changes in equity share capital during the year	Balance as at March 31, 2023					
A		B	C=A-B	D	E=C-D					
1,505.09		-	1,505.09	-	1,505.09					
B. Other equity										
Particulars	Attributable to the owners of the Company									
	Reserves and surplus		Items of OCI							
Capital reserve	Capital redemption reserve	Share based payments reserve	Treasury shares	General reserve	Retained earnings	Cash flow hedging reserve	Foreign currency translation reserve	Fair value through OCI of investments	Remeasurement of defined benefit liability	Total
Balance as at April 1, 2021	132.00	1,521.50	44.65	(224.92)	66.55	54,968.88	373.47	208.85	(2,141.14)	- 54,949.84
Profit for the year	-	-	-	-	-	12,824.61	-	-	-	12,824.61
Dividend paid	-	-	-	-	-	(4,062.09)	-	-	-	(4,062.09)
On account of liquidation of subsidiary	-	-	-	-	(66.55)	(41.45)	-	54.35	-	(33.65)
Profit on sale of shares by Sasken Employees Welfare Trust	-	-	-	129.39	-	58.14	-	-	-	187.53
Other comprehensive income (net of taxes)	-	-	-	-	-	-	(186.86)	(12.64)	7.30	116.59 (75.61)
Employee share based expense (net)	-	-	-	78.53	-	-	-	-	-	78.53
Transferred to retained earnings	-	-	-	-	-	116.59	-	-	-	(116.59)
Balance as at March 31, 2022	132.00	1,521.50	123.18	(95.53)	-	63,864.68	186.61	250.56	(2,133.84)	- 63,849.16
Particulars										
	Reserves and surplus		Items of OCI							
Capital reserve	Capital redemption reserve	Share based payments reserve	Treasury shares	General reserve	Retained earnings	Cash flow hedging reserve	Foreign currency translation reserve	Fair value through OCI of investments	Remeasurement of defined benefit liability	Total
Balance as at April 1, 2022	132.00	1,521.50	123.18	(95.53)	-	63,864.68	186.61	250.56	(2,133.84)	- 63,849.16
Profit for the year	-	-	-	-	-	9,947.21	-	-	-	9,947.21
Dividend paid	-	-	-	-	-	(3,761.08)	-	-	-	(3,761.08)
Profit on sale of Shares by Sasken Employees Welfare Trust	-	-	-	95.53	-	31.38	-	-	-	126.91
Other comprehensive income (net of taxes)	-	-	-	-	-	-	(343.03)	164.72	(68.28)	(20.69) (267.28)
Employee share based expense (net)	-	-	533.01	-	-	-	-	-	-	533.01
Transferred to retained earnings	-	-	-	-	-	(20.69)	-	-	-	20.69
Balance as at March 31, 2023	132.00	1,521.50	656.19	-	-	70,061.50	(156.42)	415.28	(2,202.12)	- 70,427.93

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached.

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

**Manish P Bathija**  
Partner  
Membership No. 216706

**Rajiv C. Mody**  
Chairman and Managing Director  
DIN: 00092037

**Abhijit Kabra**  
Chief Executive Officer

**Priyaranjan**  
Chief Financial Officer

**Bengaluru**  
May 2, 2023

**Paawan Bhargava**  
Company Secretary

## Consolidated Statement of Cash Flows

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>Cash flows from operating activities:</b>		
<b>Profit before tax</b>	<b>12,363.22</b>	<b>15,785.18</b>
<b>Adjustments for:</b>		
Depreciation and amortization expense	676.30	651.18
Dividend income	(112.51)	(112.51)
Interest income	(540.46)	(549.84)
Gain on sale of investments	(594.40)	(293.12)
Change in fair value of investments	(1,379.69)	(2,212.84)
(Profit)/ loss on sale of property, plant and equipment	(26.20)	(10.35)
ESOP compensation cost	533.01	78.53
Exchange differences on translation of assets and liabilities	143.56	17.33
Finance charges	13.37	4.52
Allowance for expected credit loss on financial assets	(0.19)	5.08
Write back of unclaimed balances / provisions	(1.13)	(98.57)
Others	4.84	(3.13)
<b>Operating profit before working capital changes</b>	<b>11,079.72</b>	<b>13,261.46</b>
<b>Changes in assets and liabilities:</b>		
Trade receivables, unbilled revenue & contract assets	740.43	(366.46)
Other financial assets and other assets	(2,206.31)	(2,081.99)
Trade payables and deferred revenue	(436.85)	365.29
Provisions, other current financial liabilities and other current liabilities	(1,118.46)	1,055.88
<b>Cash generated from operating activities</b>	<b>8,058.53</b>	<b>12,234.18</b>
Income taxes paid	(909.18)	(1,531.25)
<b>Net cash generated from operating activities (A)</b>	<b>7,149.35</b>	<b>10,702.93</b>
<b>Cash flows from investing activities:</b>		
Interest received	405.59	670.11
Dividend received	112.51	112.51
Proceeds from sale of property, plant and equipment	26.20	28.85
Acquisition of property, plant and equipment	(773.93)	(651.80)
Payments to acquire investments	(39,314.64)	(43,138.91)
Proceeds from sale of investments	36,852.88	33,020.46
(Investment in) / proceeds from bank deposits	(20.31)	3,045.08
<b>Net cash used in investing activities (B)</b>	<b>(2,711.70)</b>	<b>(6,913.70)</b>
<b>Cash flows from financing activities:</b>		
Dividend paid	(3,761.08)	(4,062.09)
Lease payments	(73.05)	(46.86)
Treasury shares sold by Sasken Employees Welfare Trust	126.93	187.53
<b>Net cash (used in) financing activities (C)</b>	<b>(3,707.20)</b>	<b>(3,921.42)</b>
<b>Net increase / (decrease) in cash and cash equivalents (A+B+C)</b>	<b>730.45</b>	<b>(132.19)</b>
<b>Cash and cash equivalents at the beginning of the year</b>	<b>1,859.11</b>	<b>2,075.61</b>
Effect of exchange rate changes on cash and cash equivalents	21.16	(84.31)
<b>Cash and cash equivalents at the end of the year (Refer note 12)</b>	<b>2,610.72</b>	<b>1,859.11</b>

The accompanying notes form an integral part of these consolidated financial statements.

As per our report of even date attached.

**for M S K A & Associates**

Chartered Accountants

Firm's Registration Number: 105047W

**Manish P Bathija**

Partner

Membership No.216706

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

**Rajiv C. Mody**

Chairman and Managing Director

DIN: 00092037

**Priyaranjan**

Chief Financial Officer

**Abhijit Kabra**

Chief Executive Officer

**Paawan Bhargava**

Company Secretary

**Bengaluru**

May 2, 2023

**Bengaluru**

May 2, 2023

## Notes to the Consolidated Financial Statements

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 1. Group overview

Sasken Technologies Limited ('Sasken' or the 'Company') is a specialist in Product Engineering and Digital Transformation providing concept-to-market, chip-to-cognition R&D services to global leaders in Semiconductor, Automotive, Industrials, Smart Devices & Wearables, Enterprise Grade Devices, SatCom, and Transportation industries. For over 30 years and with multiple patents, Sasken has transformed the businesses of over a 100 Fortune 500 companies, powering over a billion devices through its services and IP.

Established in 1989, Sasken employs around 1500 people, operating from state-of-the-art centers and offices in Bengaluru, Pune, Chennai and Kolkata (India), Kaustinen, Tampere and Vantaa (Finland). Sasken also has its presence across Germany, Japan, and USA. Sasken has been listed in the National Stock Exchange of India Ltd., and BSE Ltd., since its initial public offering in 2005.

### 2. Basis of preparation

These consolidated financial statements have been prepared in accordance with Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, (the 'Act') read with the Companies (Indian Accounting Standards) Rules 2015 as amended from time to time and other relevant provisions of the Act.

Accounting policies have been applied consistently to all periods presented in these consolidated financial statements, except for the adoption of new accounting standards and amendments to the existing accounting standards, effective as of April 1, 2023, as disclosed in note 3a below.

The consolidated financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of Financial Statements". For clarity, various items are aggregated in the consolidated statements of Profit and Loss and Balance Sheet. These items are disaggregated separately in the Notes to the consolidated financial statements, where applicable.

#### A. Functional and presentation currency

Items included in the financial statements of each of the Company's subsidiaries are measured using the currency of the primary economic environment in which these subsidiaries operate (i.e. the 'functional currency'). These consolidated financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts included in these consolidated financial statements are reported in INR (Amount in ₹ lakhs), except share and per share data, unless otherwise stated.

#### B. Basis of measurement

These consolidated financial statements have been prepared on the historical cost convention and on an accrual basis of accounting except for the following material items which have been measured at fair value as required by relevant Ind AS.

Items	Measurement basis
Derivative financial instruments	Fair value
Investments classified as fair value through the Statement of Profit and Loss	Fair value
Investments classified as fair value through Other comprehensive income	Fair value
Net defined benefit asset/ liability	Fair value of plan assets less present value of defined benefit obligations
Stock options	Fair value

#### C. Use of estimates and judgments

In preparing these consolidated financial statements, management has made judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

#### Assumptions and estimation uncertainties

Information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have a significant effect on the amounts recognized in these consolidated financial statements are included in the following notes:

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### a) Revenue recognition:

The Group uses the percentage of completion i.e. input (cost expended) method to measure progress towards completion in respect of fixed price contracts. Percentage of completion method accounting relies on estimates of total expected contract revenue and costs. This method is followed when reasonably dependable estimates of the revenues and costs applicable to various elements of the contract can be made. Key factors that are reviewed in estimating the future costs to complete include estimates of future labor costs and productivity efficiencies. Because the financial reporting of these contracts depends on estimates that are assessed continually during the term of these contracts, recognized revenue and profit are subject to revisions as the contract progresses to completion. When estimates indicate that a loss will be incurred, the loss is provided for in the period in which the loss becomes probable.

### b) Impairment testing (non-financial assets):

Intangible assets are tested for impairment at least annually and when events occur or changes in circumstances indicate that the recoverable amount of the asset or cash generating units to which these pertain is less than its carrying value. The recoverable amount of cash generating units is higher of value-in-use and fair value less costs to sell. The calculation of value in use of a cash generating unit involves use of significant estimates and assumptions which include growth rates and net margins used to calculate projected future cash flows, risk-adjusted discount rate, future economic and market conditions.

### c) Income taxes:

Significant judgments are involved in determining the provision for income taxes including judgment on whether tax positions are probable of being sustained in tax assessments. A tax assessment can involve complex issues, which can only be resolved over extended time periods.

### d) Deferred taxes:

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

### e) Defined benefit plans and compensated absences:

The cost of the defined benefit plans, compensated absences and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and fair value of plan assets. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

### f) Expected credit losses on financial assets:

The impairment provisions of financial assets are based on assumptions about risk of default and expected timing of collection. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, customer's creditworthiness, existing market conditions as well as forward looking estimates at the end of each reporting period.

### g) Other estimates:

Fair valuation of derivative hedging instruments designated as cash flow hedges involves significant estimates relating to the occurrence of the highly probable cash flow forecast transactions.

## D. Measurement of fair values :

Some of the Group's accounting policies and disclosures require measurement of fair values, for financial assets and liabilities and non-financial assets and liabilities.



## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); or

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### 3. Significant accounting policies

#### (a) Basis of consolidation

##### *Subsidiaries*

The Company determines the basis of control in line with the requirements of Ind AS 110, Consolidated Financial Statements. Subsidiaries are entities controlled by the Company. The Company controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries and controlled trusts are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

All intra-Group balances, transactions, income and expenses are eliminated in full on consolidation.

#### (b) Business combinations

Business combinations involving entities that are controlled by the Group (common control transactions) are accounted for using the pooling of interests method as follows:

- The assets and liabilities of the combining entities are reflected at their carrying amounts;
- The financial information in the financial statements in respect of prior periods is restated with effect from the appointed date as per the approval obtained from the requisite authorities.
- The assets and liabilities acquired are recognized at their carrying amounts. The identity of the reserves is preserved and they appear in the consolidated financial statements of the Group in the same form in which they appeared in the financial statements of the acquired entity;
- The difference, if any, between the consideration and the amount of share capital of the acquired entity is transferred to capital reserve.

Business combinations for transactions other than the common control transactions are accounted for using the acquisition method. The cost of an acquisition is measured as the fair value of the assets transferred, liabilities incurred or assumed and equity instruments issued at the date of exchange by the Company. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at fair value at the date of acquisition. Transaction costs incurred in connection with a business acquisition are expensed as incurred.

The cost of an acquisition also includes the fair value of any contingent consideration measured as at the date of acquisition. Any subsequent changes to the fair value of contingent consideration classified as liabilities, other than measurement period adjustments, are recognized in the Statement of Profit and Loss.

#### (c) Property, plant and equipment (including intangible assets)

##### *i. Recognition and measurement*

Items of property, plant and equipment are measured at cost less accumulated depreciation / amortization and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

The cost of property, plant and equipment not available for use as at each reporting date is disclosed under capital work-in-progress.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Statement of Profit and Loss.

### ii. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the incremental future economic benefits associated with the expenditure will flow to the Group.

### iii. Depreciation and amortization

Based on an independent assessment, management has estimated the useful lives of the following classes of assets, which are lower than or equal to those indicated in Schedule II of the Act. Management believes this best represents the period over which they expect to use these assets. Depreciation is provided using the straight line method (SLM), over the estimated useful life of the asset, as follows:

Asset block	Estimated useful life	Useful life as per Schedule II
Buildings	20	60
Computers	3	3
Electrical fittings	5	10
Furniture and fixtures	10	10
Office equipment	5	5
Vehicles	5	8
Plant and equipment	5	15

Leasehold improvements are amortized over the shorter of estimated useful life of the assets or the related lease term. Freehold land is not depreciated.

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

Intangible assets are amortized over the estimated useful life (3 to 5 years), on a straight line basis.

Deposits and advances paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not available for use before such date are disclosed under capital work-in-progress.

## (d) Leases

The group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether: (i) the contract involves the use of an identified asset; (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease; and (iii) the Company has the right to direct the use of the asset.

### Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group measures the lease liability at the present value of the remaining lease payments, discounted using the incremental borrowing rate at the date of initial application. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments.

The Group measures the right-of-use asset at an amount equal to the lease liability, adjusted by the amount of any prepaid or accrued lease payments relating to that lease recognized in the Balance Sheet immediately before the date of initial application. The right-of-use assets is depreciated using the straight-line method from the date of initial application over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the Statement of Profit and Loss.

The Group has elected not to apply the requirements of Ind AS 116 to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

### (e) Revenue

The Group derives revenues from rendering software services, installation and commissioning services and maintenance services.

Revenue is recognized upon transfer of control of promised services to customers in an amount that reflects the consideration which the Group expects to receive in exchange for those services.

#### i. Time and material contracts

Revenue and costs relating to time and material contracts are recognized as and when the services are rendered.

#### ii. Fixed-price contracts

Revenue from fixed price service contracts and customized technology developments is recognized based on the percentage of completion method (POC) of accounting with contract cost incurred determining the degree of completion of the performance obligation. Revenue from maintenance contracts is recognized ratably over the term of the maintenance arrangement.

The solutions offered by the Group may include supply of third-party software. In such cases, revenue for supply of such third party software are recorded at gross or net basis depending on whether the Group is acting as the principal or as an agent of the customer. The Group recognizes revenue in the gross amount of consideration when it is acting as a principal and at net amount of consideration when it is acting as an agent.

#### iii. Others

Revenue from royalty is recognized when the later of the following events occurs:

- a) the subsequent sale or usage occurs; or
- b) the performance obligation to which some or all of the sales-based or usage-based royalty has been allocated has been satisfied (or partially satisfied).

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Contract assets are recognized when there is excess of revenue earned over billings on contracts. Contract assets are classified as unbilled revenue (only act of invoicing is pending) when there is unconditional right to receive cash, and only passage of time is required, as per contractual terms.

Deferred revenue ("contract liability") is recognized when there is billings in excess of revenues. Advances received for services are reported as liabilities until all conditions for revenue recognition are met.

Interest income is recognized as it accrues in the Statement of Profit and Loss using effective interest rate method. Dividend income is recognized when the right to receive the dividend is established.

In accordance with Ind AS 37, the Group recognizes an onerous contract provision when the unavoidable costs of meeting the obligations under a contract exceed the economic benefits to be received.

Contracts are subject to modification to account for changes in contract specification and requirements. The Group reviews modification to contract in conjunction with the original contract, basis which the transaction price could be allocated to a new performance obligation, or transaction price of an existing obligation could undergo a change. In the event transaction price is revised for existing obligation a cumulative adjustment is accounted for.

The Group disaggregates revenue from contracts with customers by geography and nature of services.

#### Use of significant judgements in revenue recognition:

The Group's contracts with customers include promises to transfer services to a customer. The Group assesses the services promised in a contract and identifies distinct performance obligations in the contract. Identification of distinct performance obligation involves judgement to determine the deliverables and the ability of the customer to benefit independently from such deliverables.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of customer consideration or variable consideration with elements such as volume discounts, service level credits, performance bonuses, price concessions and incentives. The transaction price is also adjusted for the effects of the time value of money if the contract includes a significant financing component. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognized will not occur and is reassessed at the end of each reporting period. The Group allocates the elements of variable considerations to all the performance obligations of the contract unless there is observable evidence that they pertain to one or more distinct performance obligations.

The Group uses judgement to determine an appropriate standalone selling price for a performance obligation. The Group allocates the transaction price to each performance obligation on the basis of the relative stand-alone selling price of each distinct service promised in the contract.

The Group exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Group considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

### (f) Foreign currency

#### Foreign currency transactions

##### (i) Initial recognition

Transactions in foreign currency are translated into the reporting currency by applying to the foreign currency amount, the exchange rate prevailing on the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from translation at the exchange rates prevailing at the reporting date, of monetary assets and liabilities denominated in foreign currencies are recognized in the Statement of Profit and Loss and reported within foreign exchange gains / (losses), net within results of operating activities, except when deferred in Other Comprehensive Income as qualifying cash flow hedges.

Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated on the exchange rate at the date of the transaction.

##### (ii) Foreign operations

For the purpose of presenting these consolidated financial statements, the assets and liabilities of the Group foreign operations that have a functional currency other than Indian rupees are translated into Indian rupees using exchange rates prevailing at the reporting date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are recognized in Other Comprehensive Income and held in foreign currency translation reserve (FCTR), a component of equity. When a foreign operation is disposed, the relevant amount recognized in FCTR is transferred to the Statement of Profit and Loss on disposal.

### (g) Financial instruments

#### i. Recognition and initial measurement

Trade receivables are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognized when the Group becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through Profit and Loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

#### ii. Classification and subsequent measurement

##### Financial assets:

On initial recognition, a financial asset is classified as measured at amortized cost or fair value through Profit and Loss (FVTPL) or fair value through Other Comprehensive Income (FVTOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

All financial assets not classified as measured at amortized cost or FVTOCI are measured at FVTPL. This includes all derivative financial assets.

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in the Statement of Profit and Loss. However, see Note 3(g)(iv) for derivatives designated as hedging instruments.
Financial assets at amortized cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses, if any. Interest income, foreign exchange gains and losses and impairment are recognized in the Statement of Profit and Loss. Any gain or loss on derecognition is recognized in the Statement of Profit and Loss.
Financial assets at OCI	These assets are subsequently measured at fair value. Dividends are recognized as income in the Statement of Profit and Loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to the Statement of Profit and Loss.

### Financial liabilities

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in the Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognized in the Statement of Profit and Loss.

### iii. Derecognition

#### Financial assets:

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

#### Financial liabilities:

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in the Statement of Profit and Loss.

### iv. Derivative financial instruments and hedge accounting

The Group is exposed to foreign exchange risk from monetary assets, liabilities and forecasted cash flows denominated in foreign currencies. The Group limits the effect of foreign exchange rate fluctuations by following established risk management policies including the use of derivatives. The Group enters into derivative financial instruments where the counterparty is a bank.

Derivatives are initially measured at fair value. Attributable transaction costs are recognized in Statement of Profit and Loss as cost.

Subsequent to initial recognition, derivative financial instruments are measured as described below:

**Cash flow hedges**

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognized in OCI and accumulated in 'other equity' under cash flow hedging reserve. The effective portion of changes in the fair value of the derivative that is recognized in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion of changes in the fair value of the derivative is recognized immediately in the Statement of Profit and Loss.

If a hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting for cash flow hedges is discontinued, the amount that has been accumulated in other equity remains there until, for a hedge of a transaction resulting in recognition of a non-financial item, it is included in the non-financial item's cost on its initial recognition or for other cash flow hedges, it is reclassified to the Statement of Profit and Loss in the same period or periods as the hedged expected future cash flows affect the Statement of Profit and Loss.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in other equity are immediately reclassified to the Statement of Profit and Loss.

**(h) Impairment**

**i. Impairment of financial instruments**

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit-impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 180 days or more;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganization; or
- the disappearance of an active market for a security because of financial difficulties.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible defaults over the expected life of a financial instrument.

**ii. Impairment of non-financial assets**

The Group's non-financial assets, other than deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. The recoverable amount of an asset or cash generating unit is the higher of its fair value less cost of disposal (FVLCD) and its value-in-use (VIU). The VIU of long-lived assets is calculated using projected future cash flows. FVLCD of a cash generating unit is computed using turnover and earnings multiples. Impairment losses are recognized in the Statement of Profit and Loss. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

If at the reporting date, there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the impairment losses previously recognized are reversed such that the asset is recognized at its recoverable amount but not exceeding written down value which would have been reported if the impairment losses had not been recognized initially.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### (i) Equity

#### i. Share capital and share premium

The authorized share capital of the Company as of March 31, 2023 and March 31, 2022 is ₹ 5,500 lakhs i.e. 550 lakh equity shares of ₹ 10 each. Par value of the equity shares is recorded as share capital and the amount received in excess of par value is classified as share premium.

Every holder of the equity shares, as reflected in the records of the Company as of the date of the shareholders' meeting shall have one vote in respect of each share held for all matters submitted to vote in the shareholders' meeting.

#### ii. Capital reserve

Capital reserve amounting to ₹ 132 lakhs (March 31, 2022: ₹ 132 lakhs) is not freely available for distribution.

#### iii. Capital redemption reserve

Capital redemption reserve amounting to ₹ 1,521.50 lakhs (March 31, 2022: ₹ 1,521.50 lakhs) is not freely available for distribution.

#### iv. Retained earnings

Retained earnings comprises of the Group's undistributed earnings after taxes and is available for dividend distribution.

#### v. General reserve

General reserve comprises of the Group's undistributed earnings after taxes and is available for dividend distribution.

#### vi. Other comprehensive income

Changes in the fair value of financial instruments measured at fair value through Other Comprehensive Income, exchange differences on translation of foreign operations and remeasurement gains and losses on defined benefit plans are recognized in Other Comprehensive Income (net of taxes), and presented within equity as Other Comprehensive Income.

##### a. Cash flow hedging reserve

Changes in fair value of derivative hedging instruments designated and effective as a cash flow hedge are recognized in Other Comprehensive Income (net of taxes), and presented within equity as cash flow hedging reserve.

##### b. Foreign currency translation reserve (FCTR)

The exchange differences arising from the translation of financial statements of foreign operations with functional currency other than Indian rupees is recognized in Other Comprehensive Income, net of taxes and is presented within equity in the FCTR.

##### c. Remeasurement gains / losses

Remeasurement gains / losses on defined benefit plans are recognized in Other Comprehensive Income (net of taxes) and presented within equity.

#### vii. Treasury shares

The Group has formed the Sasken Employees Welfare Trust ('the Trust') for providing share-based incentives to its employees. The Trust purchases equity shares of the Company from the market to allot them pursuant to the share-based incentive scheme. The Company consolidates the Trust and shares held by Trust are treated as treasury shares. Own equity instruments that are reacquired (treasury shares) are recognized at cost and deducted from equity. No gain or loss is recognized in the consolidated Statement of Profit and Loss on the purchase, sale, issuance or cancellation of the Company's own equity instruments. Any difference between the carrying amount and the consideration, if reissued, is recognized in reserve. Share options exercised during the reporting period are adjusted against treasury shares.

### (j) Employee benefits

#### a) Post-employment and pension plans

The Group's employees participate in various employee benefit plans. Pensions and other post-employment benefits are classified as either defined contribution plans or defined benefit plans. Under a defined contribution plan, the Group's only obligation is to pay a fixed amount with no obligation to pay further contributions if the fund does



## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

not hold sufficient assets to pay all employee benefits. The related remeasurement and investment risks fall on the employee. The expenditure for defined contribution plans is recognized as an expense during the period when the employee renders service. Under a defined benefit plan, it is the Group's obligation to provide agreed benefits to the employees. The related remeasurement and investment risks fall on the Group. The present value of the defined benefit obligations is calculated by an independent actuary using the projected unit credit method.

All remeasurement gains or losses are immediately recognized in Other Comprehensive Income, net of taxes and permanently excluded from the Statement of Profit and Loss. Further, the Statement of Profit and Loss will not include an expected return on plan assets. Instead, net interest recognized in the Statement of Profit and Loss is calculated by applying the discount rate used to measure the defined benefit obligation to the net defined benefit liability or asset. The actual return on the plan assets above or below the discount rate is recognized as part of remeasurement of net defined liability or asset through Other Comprehensive Income, net of taxes. The Group has the following employee benefit plans:

### i. Gratuity

The Group provides for gratuity, a defined benefit plan covering all eligible employees. The plan provides a lump sum payment to eligible employees at retirement or on termination of employment based on the salary of the respective employee and the years of employment with the Company.

The Group contributes to gratuity funds maintained by third parties, such as insurance companies and mutual funds. The amount of contribution is determined based upon actuarial valuations as at the period end using the projected unit credit method. Provision is made for the shortfall between the actuarial valuation carried out as at balance sheet date as per projected unit credit method and the fair value of the plan assets with the third parties, such as insurance companies and mutual funds.

Remeasurements of the net defined benefit liability, which comprise remeasurement gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in OCI, net of taxes. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period, by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in the Statement of Profit and Loss.

### ii. Provident fund

Employees in India are eligible to receive provident fund benefits through a defined benefit plan in which the employees and the employer make monthly contributions to the plan. A portion of the contribution is made to the approved provident fund trust managed by the Group while the remainder of the contribution is made to the Government administered pension fund. The provident fund trust guarantees a specified rate of return on such contributions. While the contributions made to the Trust managed by the Group is accounted for as a defined benefit plan as the Group is liable for any shortfall in the Trust's assets based on the Government specified rate of return, the contributions made to the Government administered pension fund is accounted for as a defined contribution plan as the Group has no obligation other than to make such contributions.

### iii. Pension

In case of the Company's branch in Germany, pension contributions are made as per the local laws and regulations. The Group provides for these pension benefits, a defined benefit plan, covering all eligible employees. The plan provides for various pension benefits to eligible employees at retirement or on termination of employment based on earnings of the respective employee and the years of employment with the Group. The Group contributes to a reinsured support fund maintained by an external agency. The contributions made by the employer are charged to the Statement of Profit and Loss on accrual basis. Provision is made for the shortfall between the actuarial valuation carried out as at the year end, based on the projected unit credit method and the plan assets.

For other overseas branches, social security contributions are made as per the respective local laws and regulations. The same is charged to the Statement of Profit and Loss on an accrual basis. There are no obligations beyond the respective entity's contributions.

Remeasurements of the net defined benefit liability, which comprise remeasurement gains and losses are recognized in OCI.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### iv. Superannuation

The Group contributes to a superannuation scheme, a defined contribution plan maintained by the Company with an insurance company. Such contributions are charged to the Statement of Profit and Loss on an accrual basis. The Group has no other obligations beyond its monthly contributions.

### b) Short - term employee benefits

Employee benefits payable by the Group wholly within twelve months of receiving employee services are classified as short term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. The undiscounted amount of short term employee benefits to be paid in exchange for employee services is recognized as an expense as the related service is rendered by employees.

### c) Compensated absences

The Group's employees are entitled to compensated absences. The employees can carry forward a portion of the unutilized accumulating compensated absences and utilize it in future periods or receive cash at retirement or termination of employment. The Group records an obligation for compensated absences in the period in which the employee renders the services that increases this entitlement. The Group measures the expected cost of compensated absences as the additional amount that the Group expects to pay as a result of the unused entitlement that has accumulated at the end of the reporting period. The Group recognizes accumulated compensated absences based on actuarial valuation using the projected unit credit method. Non-accumulating compensated absences are recognized in the period in which the absences occur.

Accumulated leaves, which are expected to be utilized within the next twelve months and not eligible to be carried forward to future years, is treated as a short term employee benefit. The Group measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. These amounts are charged to the Statement of Profit and Loss.

## (k) Income taxes

Income tax comprises current and deferred tax. It is recognized in the Statement of Profit and Loss, except to the extent that it relates to a business combination or to an item recognized directly in equity or in Other Comprehensive Income.

### i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date and applicable for the period.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognized amounts, and it is intended to realize the asset and settle the liability on a net basis or to realize the asset and settle the liability simultaneously.

### ii. Deferred tax

Deferred tax is recognized using the balance sheet approach, in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognized in respect of carried forward tax losses and tax credits. Deferred tax is not recognized for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable Profit or Loss at the time of the transaction;
- temporary differences related to investments in subsidiaries, associates and joint arrangements to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which they can be used.

Deferred tax assets, whether unrecognized or recognized, are reviewed at each reporting date and are recognized/reduced to the extent that it is probable / no longer probable respectively that the related tax benefit will be realized.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

### (l) Earnings per share

Basic earnings per share is computed 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. The weighted average number of ordinary shares outstanding during the period is the number of ordinary shares outstanding at the beginning of the period, adjusted by the number of ordinary shares bought back or issued during the period multiplied by a time-weighting factor. The weighted average numbers of equity shares outstanding during the year is adjusted for events of bonus issue; bonus element in a rights issue to existing shareholders; share split; and reverse share split (consolidation of shares) and buy back of shares.

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 is adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

### (m) Provisions and contingencies

A provision is recognized when the Group 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 their 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.

Provisions for onerous contracts, i.e. contracts where the expected unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it, are recognized when it is probable that an outflow of resources embodying economic benefits will be required to settle a present obligation as a result of an obligating event, based on a best estimate of such obligation.

Where no reliable estimate can be made, a disclosure is made as contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. A contingent asset is neither recognized nor disclosed in the consolidated financial statements.

### (n) Cash and cash equivalents

Cash and cash equivalents in the Cash Flow Statement comprise of cash at bank and in hand and short term investments with an original maturity value of three months or less. The Cash Flow Statement is prepared under the indirect method.

### (o) Stock compensation expense

Measurement and disclosure of the employee share-based payment plans is done in accordance with Ind AS 102 share based payments, issued by the Institute of Chartered Accountants of India. The Group accounts for stock compensation expense based on the fair value of the options granted, determined on the date of grant. Compensation expense is amortized over the vesting period of the option on a straight-line basis. The accounting value of the options outstanding net of the deferred compensation expense is reflected as employee stock options outstanding.

### 3a Recent accounting pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

On March 31, 2023, MCA notified the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the consolidated financial statements.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of 'accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

**Notes to the Consolidated Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

4. Property, plant and equipment											
Particulars	Freehold land	Buildings	Leasehold improvements	Computers	Electrical fittings	Furniture and fixtures	Office equipment	Plant and equipment	Vehicles	Total	Right of use Asset-Building
Gross carrying amount											
As at April 1, 2021	2,287.67	752.04	39.50	1,700.75	129.98	257.69	426.64	698.47	10.25	6,302.99	1.65
Additions	-	10.00	(10.00)	385.95	1.80	2.29	50.02	205.15	-	645.21	67.98
Disposals	-	(6.88)	(10.69)	(32.11)	(0.08)	(1.52)	(6.86)	(27.70)	(10.25)	(96.09)	-
Foreign currency translation adjustments	-	-	-	(1.72)	-	(1.14)	-	(49.20)	-	(52.06)	-
As at March 31, 2022	2,287.67	755.16	18.81	2,052.87	131.70	257.32	469.80	826.72	-	6,800.05	69.63
As at April 1, 2022	2,287.67	755.16	18.81	2,052.87	131.70	257.32	469.80	826.72	-	6,800.05	69.63
Additions	-	-	-	542.90	13.64	44.37	21.01	138.53	1.26	761.71	366.78
Disposals	-	(0.37)	-	(271.07)	(2.64)	(0.88)	(4.26)	-	-	(279.22)	-
Foreign currency translation adjustments	-	-	-	5.45	-	3.42	-	156.84	-	165.71	-
As at March 31, 2023	2,287.67	754.79	18.81	2,330.15	142.70	304.23	486.55	1,122.09	1.26	7,448.25	436.41
Accumulated depreciation											
As at April 1, 2021	-	749.47	10.15	1,262.72	84.88	90.52	229.95	497.35	3.60	2,928.64	1.65
Depreciation for the year	-	2.17	-	366.29	11.21	23.89	79.42	102.66	0.91	586.55	43.05
Disposals	-	(6.88)	(3.80)	(32.07)	(0.08)	(1.41)	(3.96)	(24.88)	(4.51)	(77.59)	-
Foreign currency translation adjustments	-	-	-	(1.79)	-	(1.09)	-	(49.18)	-	(52.06)	-
As at March 31, 2022	-	744.76	6.35	1,595.15	96.01	111.91	305.41	525.95	-	3,385.54	44.70
As at April 1, 2022	-	744.76	6.35	1,595.15	96.01	111.91	305.41	525.95	-	3,385.54	44.70
Depreciation for the year	-	1.88	-	364.16	15.93	26.34	67.55	131.22	0.02	607.10	65.68
Disposals	-	(0.37)	-	(271.07)	(2.64)	(0.88)	(4.26)	-	-	(279.22)	-
Foreign currency translation adjustments	-	-	-	5.46	-	3.32	-	149.13	-	157.91	-
As at March 31, 2023	-	746.27	6.35	1,693.70	109.30	140.69	368.70	806.30	0.02	3,871.33	110.38
As at March 31, 2022	2,287.67	10.40	12.46	457.72	35.69	145.41	164.39	300.77	-	3,414.51	24.93
As at March 31, 2023	2,287.67	8.52	12.46	636.45	33.40	163.54	117.85	315.79	1.24	3,576.92	326.03

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 5. Capital work-in-progress

All amounts in capital work in progress are less than a year as at each reporting date. There are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

### 6. Intangible assets

Particulars	Computer Software	Total
<b>Gross carrying amount</b>		
As at April 1, 2021	167.64	167.64
Additions	4.19	4.19
Foreign currency translation adjustments	-	-
As at March 31, 2022	171.83	171.83
As at April 1, 2022	171.83	171.83
Additions	3.84	3.84
Foreign currency translation adjustments	3.49	3.49
As at March 31, 2023	179.16	179.16
<b>Accumulated amortization</b>		
As at April 1, 2021	149.45	149.45
Amortisation for the year	21.58	21.58
Foreign currency translation adjustments	-	-
As at March 31, 2022	171.03	171.03
As at April 1, 2022	171.03	171.03
Amortisation for the year	3.52	3.52
Foreign currency translation adjustments	3.56	3.56
As at March 31, 2023	178.11	178.11
<b>Net carrying amount</b>		
As at March 31, 2022	0.80	0.80
As at March 31, 2023	1.05	1.05

### 7. Investments

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Non-current investments</b>		
Preference securities	1,500.00	1,500.00
Tax free bonds	3,329.79	5,385.58
Non convertible debentures	701.48	701.63
Fixed maturity plans	1,585.05	1,534.03
Arbitrage funds	9,912.38	12,458.33
Equity linked funds	10,392.62	9,350.96
Debt Exchange Traded Funds	8,991.08	9,857.43
Corporate bond funds	12,215.92	7,950.71
Market linked Debentures	-	399.45
Perpetual bonds	759.64	789.75
Series- A preferred stock	-	-
Zero coupon bonds	1,334.14	-
Alternative Investment Fund	594.14	270.00
Investment in Joint ventures	-	-
Other investments	-	-
<b>Total</b>	<b>51,316.24</b>	<b>50,197.87</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 7. Investments (Contd.)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(a) Investment in quoted preference securities at amortized cost</b>		
Tata Capital Limited 150,000 (March 31, 2022: 150,000) 7.50% fully paid non-convertible Cumulative Redeemable non-participating Preference shares ("CRPS") of ₹ 1,000 each, fully paid up	1,500.00	1,500.00
<b>Total</b>	<b>1,500.00</b>	<b>1,500.00</b>
<b>(b) Investment in quoted tax free bonds at amortized cost</b>		
60,400 (March 31, 2022: 60,400) 7.28% IRFC tax free bonds face value of ₹ 1,000 each - 15 Years	604.00	604.00
100,000 (March 31, 2022: 100,000) 7.34% IRFC tax free bonds face value of ₹ 1,000 each - 15 Years	1,013.63	1,015.91
32,000 (March 31, 2022: 32,000) 7.35% IRFC tax free bonds face value of ₹ 1,000 each - 15 Years	326.91	327.54
12,007 (March 31, 2022: 12,007) 7.39% HUDCO tax free bonds face value of ₹ 1,000 each - 15 Years	120.22	120.24
Nil (March 31, 2022: 200,000) 7.39% HUDCO tax free bonds face value of ₹ 1,000 each - 15 Years	-	2,048.21
47,500 (March 31, 2022: 47,500) 8.50% NHAI tax free bonds face value of ₹ 1,000 each - 15 Years	508.36	512.88
75,570 (March 31, 2022: 75,570) 7.35% NHAI tax free bonds face value of ₹ 1,000 each - 15 Years	756.67	756.80
<b>Total</b>	<b>3,329.79</b>	<b>5,385.58</b>
<b>(c) Investment in non convertible debentures at amortized cost</b>		
70 (March 31, 2022: 70) Units, face value of ₹ 1,000,000 each, 7.60% Tata Capital Financial Services 2030	701.48	701.63
<b>Total</b>	<b>701.48</b>	<b>701.63</b>
<b>(d) Investment in mutual funds at FVTPL</b>		
<b>Fixed maturity plans, quoted</b>		
9,999,500 (March 31, 2022: 9,999,500) units, SBI FMP - Series 43 - 1616 Days - Dir - Growth	1,090.67	1,056.02
4,499,575 (March 31, 2022: 4,499,575) units, SBI FMP - Series 42 - 1857 Days - Dir - Growth	494.38	478.01
<b>Total</b>	<b>1,585.05</b>	<b>1,534.03</b>
<b>(e) Investment in mutual funds at FVTPL</b>		
<b>Arbitrage funds, unquoted</b>		
3,932,212 (March 31, 2022: 3,932,212) units, Nippon India Arbitrage Fund - Dir - Growth	949.19	897.65
12,361,279 (March 31, 2022: 7,576,573) units, Edelweiss Arbitrage Fund - Dir - Growth-Direct Plan	2,157.07	1,248.88
21,248,635 (March 31, 2022: 47,016,792) units, Tata Arbitrage Fund - Growth - Direct Plan	2,694.52	5,635.20
9,760,491 (March 31, 2022: 7,271,626) units, Kotak Equity Arbitrage Fund - Growth - Direct Plan	3,274.48	2,302.85
2,891,064 (March 31, 2022: Nil) units, Invesco India Arbitrage Fund	837.12	-
Nil (March 31, 2022: 14,608,591) units, L&T Arbitrage Opportunities Fund - Growth - Direct Plan	-	2,373.75
<b>Total</b>	<b>9,912.38</b>	<b>12,458.33</b>



**Notes to the Consolidated Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

**7. Investments (Contd.)**

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(f) Equity linked funds, unquoted at FVTPL</b>		
3,732,872 (March 31, 2022: 3,409,844) units Axis Bluechip Fund - Dir - Growth	1,743.25	1,702.54
1,599,936 (March 31, 2022: 352,258) units ICICI Prudential Bluechip Fund - Dir - Growth	1,171.15	248.83
16,301,549 (March 31, 2022: 12,650,544) units Motilal Oswal S&P 500 Index Fund (MOFSP500) - Dir - Growth	2,479.78	1,999.75
2,547,253 (March 31, 2022: 1,099,093) units Parag Parikh Flexi Cap Fund - Dir - Growth	1,351.28	577.18
Nil (March 31, 2022: 984,666) units Franklin India Feeder - Franklin U.S. Opportunities Fund - Dir - Growth	-	560.78
Nil (March 31, 2022: 220,000) units SBI ETF Nifty Next 50	-	684.78
578,000 (March 31, 2022: 578,000) units SBI ETF Sensex	3,647.16	3,577.10
<b>Total</b>	<b>10,392.62</b>	<b>9,350.96</b>
<b>(g) Debt ETFs - Quoted at FVTPL</b>		
Nil (March 31, 2022: 100,000) units Edelweiss Bharat Bond ETF - 17-April-2023	-	1,170.44
949,130 (March 31, 2022: 949,130) units Nippon India ETF Nifty CPSE Bond Plus SDL - 2024 Maturity	1,062.84	1,028.52
1,297,631 (March 31, 2022: 1,297,631) units Nippon India ETF Nifty SDL 2026 Maturity	1,449.59	1,402.34
9,920,237 (March 31, 2022: 9,920,237) units Axis AAA Bond Plus SDL ETF - 2026 Maturity	1,075.03	1,046.10
232,248 (March 31, 2022: 232,196) units Edelweiss Bharat Bond ETF - 17-April-2031	2,587.80	2,499.88
225,267 (March 31, 2022: 225,267) units Edelweiss Bharat Bond ETF - 17-April-2030	2,815.82	2,710.15
<b>Total</b>	<b>8,991.08</b>	<b>9,857.43</b>
<b>(h) Investment in corporate bonds funds at FVTPL</b>		
11,753,101 (March 31, 2022: 11,753,101) units Bandhan Corporate Bond Fund (formerly IDFC Corporate Bond Fund) - Direct Plan - Growth	1,951.27	1,885.22
2,682,558 (March 31, 2022: 2,682,558) units Nippon India Floating Rate Fund - Direct Plan - Growth	1,060.03	1,012.52
Nil (March 31, 2022: 23,994) units Axis Banking and PSU Debt Fund - Direct Plan - Growth	-	524.76
12,503,418 (March 31, 2022: 12,503,418) units Edelweiss Nifty PSU Bond Plus SDL Index Fund - 2026	1,384.17	1,342.93
5,958,104 (March 31, 2022: 2,331,838) units HDFC Corporate Bond Fund - Dir - Growth	1,645.59	617.50
839,052 (March 31, 2022: 839,052) units HSBC Corporate Bond Fund (formerly L&T Triple Ace Bond Fund) - Direct Plan - Growth	545.87	527.43
5,018,681 (March 31, 2022: 5,018,681) units Nippon India Dynamic Bond Fund - Direct Growth Plan	1,655.06	1,592.79
4,135,249 (March 31, 2022: 4,135,249) units BHARAT Bond FOF - April 2025 - Dir - Growth	459.10	447.56
9,579,074 (March 31, 2022: Nil) units Kotak Nifty SDL Apr 2032 Top 12 Equal Weight Index Fund - Dir - Growth	1,002.81	-
9,734,621 (March 31, 2022: Nil) units Nippon India Nifty AAA CPSE Bond Plus SDL - Apr 2027 Maturity 60:40 Index Fund - Dir - Growth	1,003.05	-
4,639,093 (March 31, 2022: Nil) units Bandhan CRISIL IBX Gilt April 2028 Index Fund - Dir - Growth	507.95	-
3,845,976 (March 31, 2022: Nil) units ICICI Corporate Bond Dir- Growth	1,001.02	-
<b>Total</b>	<b>12,215.92</b>	<b>7,950.71</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 7. Investments (Contd.)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(i) Investment in Market Linked Debentures at FVTPL</b>		
Nil (March 31, 2022: 40) REC market linked debentures	-	399.45
<b>Total</b>	<b>-</b>	<b>399.45</b>
<b>(j) Investment in perpetual bonds at FVTOCI</b>		
75 (March 31, 2022: 75) Units, face value of ₹ 1,000,000 each, 7.74% State Bank of India Perpetual Call 09 Sep 2025	759.64	789.75
<b>Total</b>	<b>759.64</b>	<b>789.75</b>
<b>(k) Investments in series A stock, unquoted, at FVTOCI</b>		
Investments in Jana Care, Inc.- Series -A preferred stock	-	-
<b>Total</b>	<b>-</b>	<b>-</b>
<b>(l) Investment in zero coupon bonds at amortized cost</b>		
100 (March 31, 2022: Nil) Units, face value of ₹ 1,000,000 each, 0% HDB Financial Services Ltd July 2024	1,049.71	-
31 (March 31, 2022: Nil) Units, face value of ₹ 1,000,000 each, 0% Kotak Mahindra Investments Ltd Apr 2024	284.43	-
<b>Total</b>	<b>1,334.14</b>	<b>-</b>
<b>(m) Investment in Alternative Investment Funds at FVTOCI</b>		
350 (March 31, 2022: 250) Units, face value of ₹ 100,000 each, MV Core Tech Fund I	322.84	270.00
60 (March 31, 2022: Nil) Units, face value of ₹ 500,000 each, Idea springs Capital Future Now II	271.30	-
<b>Total</b>	<b>594.14</b>	<b>270.00</b>
<b>Others</b>		
<b>(n) Investment in unquoted equity shares</b>		
Axiom Research Labs Private Ltd		
5 (March 31, 2022: 5) equity shares of ₹ 10 each, fully paid up	2.80	2.80
(Less): Provision for diminution in value of investments	(2.80)	(2.80)
<b>Total</b>	<b>-</b>	<b>-</b>
<b>(o) Other investments</b>		
Interactivity Broadband Television Limited (formerly Prime Telesystems Ltd.)		
392,285 (March 31, 2022 : 392,285) equity shares of ₹ 10 each, fully paid up	240.00	240.00
(Less): Provision for diminution in value of investment	(240.00)	(240.00)
<b>Total</b>	<b>-</b>	<b>-</b>
<b>(p) Investment in unquoted preference shares at amortised cost</b>		
Axiom Research Labs Private Ltd		
424 (March 31, 2022: 424) preference shares of ₹10 each, fully paid up	237.06	237.06
(Less): Provision for diminution in value of investment	(237.06)	(237.06)
<b>Total</b>	<b>-</b>	<b>-</b>

**Notes to the Consolidated Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

**7(A). TACO Sasken Automotive Electronics Limited ("TSAE") (formerly known as TACO Sasken Automotive Electronics Private Limited)**

The Company had a 50% interest in a joint venture company, TACO Sasken Automotive Electronics Limited (formerly known as TACO Sasken Automotive Electronics Private Limited) ("TSAE") in Pune. The shareholders of TSAE have resolved that the Company be wound up voluntarily. Requisite documents have been filed with the Registrar of Companies. During the year ended March 31, 2022, the Company has sold its stake to Sasken Employees Welfare Trust (Controlled Trust) for an amount of ₹ 1.99 lakhs. The proceeds realised in excess of the carrying value of the investment has been considered as reversal of impairment provision created earlier which is presented in "Other expenses" (refer note 24).

Aggregate amount of quoted investments and market value thereof	16,701.19	18,667.86
Aggregate amount of carrying value of unquoted investments	34,615.05	31,530.01
<b>Aggregate amount of investments</b>	<b>51,316.24</b>	<b>50,197.87</b>
Aggregate provision for diminution in value of investments	(2,927.83)	(2,735.03)

**8. Other financial assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Security deposits	193.69	108.89
Advances to employees	7.53	3.50
<b>Total</b>	<b>201.22</b>	<b>112.39</b>

**9. Other non-current assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Capital advances	1.23	-
<b>Total</b>	<b>1.23</b>	<b>-</b>

**10. Current investments**

Particulars	As at March 31, 2023	As at March 31, 2022
Liquid mutual funds	2,024.57	620.18
Debt Exchange Traded Funds	1,229.07	-
Index Funds	504.32	-
Market linked debentures	600.00	-
Corporate fixed deposits	2,000.00	-
Zero coupon bonds	545.30	-
Fixed maturity plans	-	3,051.38
<b>Total</b>	<b>6,903.26</b>	<b>3,671.56</b>

**Investment in mutual funds at FVTPL**

**(a) Liquid mutual funds, unquoted at FVTPL**

Nil (March 31, 2022: 16,727) units Aditya Birla Sun Life Money Manager Fund - Dir - Growth	-	50.00
33,110 (March 31, 2022: Nil) units Tata Money Market Fund - Dir - Growth	1,340.33	-
19,288 (March 31, 2022: 17,017) units Nippon India Money Market Fund Dir - Growth	684.24	570.18
<b>Total</b>	<b>2,024.57</b>	<b>620.18</b>

**(b) Debt ETFs - Quoted at FVTPL**

100,000 (March 31, 2022: NIL) units Edelweiss Bharat Bond ETF - 17-April-2023	1,229.07	-
<b>Total</b>	<b>1,229.07</b>	<b>-</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 10. Current investments (Contd.)

Particulars	As at March 31, 2023	As at March 31, 2022
<b>(c) Index Funds at FVTPL</b>		
4,788,651 (March 31, 2022: NIL) units, Aditya Birla Sun Life CRISIL IBX AAA - Jun 2023 Index Fund - Dir - Growth	504.32	-
<b>Total</b>	<b>504.32</b>	<b>-</b>
<b>(d) Investment in market linked debentures at FVTPL</b>		
50 (March 31, 2022: NIL) units L&T Infra Credit Limited market linked debentures	600.00	-
<b>Total</b>	<b>600.00</b>	<b>-</b>
<b>(e) Investment in Corporate Fixed Deposits at amortized cost</b>		
Bajaj Finance Limited	2,000.00	-
<b>Total</b>	<b>2,000.00</b>	<b>-</b>
<b>(f) Investment in zero coupon bonds at amortized cost</b>		
50 (March 31, 2022: Nil) Units, face value of ₹ 1,000,000 each, 0% Tata Capital Housing Finance Ltd Jan 2024	545.30	-
<b>Total</b>	<b>545.30</b>	<b>-</b>
<b>(g) Fixed Maturity Plan, quoted at FVTPL</b>		
Nil (March 31, 2022: 14,150,000) units HSBC FTS 137 - Dir - Growth	-	1,810.51
Nil (March 31, 2022: 10,000,000) units SBI 1175 Days - Direct - Growth	-	1,240.87
<b>Total</b>	<b>-</b>	<b>3,051.38</b>
Aggregate amount of quoted investments and market value thereof	1,229.07	3,051.38
Aggregate amount of unquoted investments	5,674.19	620.18
<b>Aggregate amount of total current investments</b>	<b>6,903.26</b>	<b>3,671.56</b>

### 11. Trade receivables

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables considered good - unsecured	7,178.24	8,169.19
Trade receivables which have significant increase in Credit Risk	283.23	271.38
	<b>7,461.47</b>	<b>8,440.57</b>
Less: Trade receivables - credit impaired	(283.23)	(271.38)
<b>Total</b>	<b>7,178.24</b>	<b>8,169.19</b>

Particulars	Outstandings for the following periods from the due date of payment					Total
	Less than 6 months*	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
<b>As at March 31, 2023</b>						
(i) Undisputed Trade receivables - considered good	7,178.24	-	-	-	-	<b>7,178.24</b>
(ii) Undisputed Trade receivables - which have significant increase in Credit Risk	-	-	-	-	283.23	<b>283.23</b>
(iii) Undisputed Trade receivables - credit impaired	-	-	-	-	(283.23)	<b>(283.23)</b>
	<b>7,178.24</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>7,178.24</b>

\* includes the amount which is not due

**Notes to the Consolidated Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Particulars	Outstandings for the following periods from the due date of payment					
	Less than 6 months *	6 months - 1 year	1 - 2 years	2 -3 years	More than 3 years	Total
As at March 31, 2022						
(i) Undisputed Trade receivables - considered good	8,169.19	-	-	-	-	8,169.19
(ii) Undisputed Trade receivables - which have significant increase in Credit Risk	-	5.08	-	-	266.30	271.38
(iii) Undisputed Trade receivables - credit impaired	-	(5.08)	-	-	(266.30)	(271.38)
	8,169.19	-	-	-	-	8,169.19

\* includes the amount which is not due

The activity in the allowance for expected credit loss is presented below:

	March 31, 2023	March 31, 2022
<b>Balance at the beginning of the year</b>	<b>271.38</b>	<b>293.47</b>
Additions / reversals during the year, net	(0.19)	2.33
Effect of restatement	12.04	(5.53)
Uncollectable receivables charged against allowance	-	(18.89)
<b>Balance at the end of the year</b>	<b>283.23</b>	<b>271.38</b>

The Group's exposure to credit and currency risks, and loss allowance related to trade receivables is disclosed in Note 31.

**12 Cash and Other bank balances**

**12(a) Cash and cash equivalents**

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with banks - current accounts	2,346.30	1,734.28
Remittance in transit	139.73	-
Balances with banks - unpaid dividend accounts	124.60	124.40
Cash on hand	0.09	0.43
<b>Total</b>	<b>2,610.72</b>	<b>1,859.11</b>

**12(b) Other bank balances**

Particulars	As at March 31, 2023	As at March 31, 2022
Bank deposits with original maturity more than 3 months but less than or equal to 12 months from the reporting date	82.79	52.53
Bank balances held as margin money / security against guarantees	102.07	112.02
<b>Total</b>	<b>184.86</b>	<b>164.55</b>

**13. Other financial assets, current**

Particulars	As at March 31, 2023	As at March 31, 2022
Advances to employees	9.39	6.60
Accrued interest	387.85	333.22
Security deposits	42.17	42.32
<b>Total</b>	<b>439.41</b>	<b>382.14</b>

**14. Other current assets**

Particulars	As at March 31, 2023	As at March 31, 2022
Balances with government authorities	244.20	181.36
Advances to suppliers	466.29	362.41
Prepaid expenses	525.58	408.74
<b>Total</b>	<b>1,236.07</b>	<b>952.51</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 15. Equity share capital

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Authorised:</b>		
55,000,000 (March 31, 2022: 55,000,000) equity shares of ₹ 10 each	5,500.00	5,500.00
<b>Issued, subscribed and paid up capital:</b>		
15,050,871 (March 31, 2022: 15,050,871) equity shares of ₹ 10 each fully paid up	1,505.09	1,505.09

#### (a) Reconciliation of shares outstanding at the beginning and at the end of the year:

Particulars	As at March 31, 2023	As at March 31, 2022
	No. of shares	No. of shares
At the beginning of the year	15,050,871	15,050,871
Movement during the year	-	-
<b>At the end of the year</b>	<b>15,050,871</b>	<b>15,050,871</b>

#### (b) Buy-back of equity shares:

	As at March 31, 2023	As at March 31, 2022
Aggregate number of equity shares bought back by the Company during the period of five years immediately preceding the Balance Sheet date.	2,059,243	2,059,243

#### (c) Rights, preference and restrictions attached to the equity shares:

The Company has only one class of equity shares having a par value of ₹ 10 per share. Accordingly, all equity shares rank equally with regard to dividends and share in the Company's residual assets. The holders of equity shares are entitled to receive dividend as declared from time to time. The dividend if any proposed by the Board of Directors is subject to shareholder's approval at the ensuing Annual General Meeting. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to its share of the paid-up capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid.

Failure to pay any amount called-up on shares may lead to forfeiture of the shares. On winding up of the Company, the holders of equity shares will be entitled to receive the residual assets of the Company, remaining after distribution of all preferential amounts in proportion to the number of equity shares held.

#### (d) Shareholders holding more than 5% shares in the Company:

Name of the shareholder	As at March 31, 2023	
	% of total shares in the class	No. of shares
Rajiv C. Mody	10.34%	1,556,570
Gothic Corporation	6.49%	976,166
Naman R. Mody	6.25%	940,529

Name of the shareholder	As at March 31, 2022	
	% of total shares in the class	No. of shares
Rajiv C. Mody	10.34%	15,56,570
Gothic Corporation	6.49%	9,76,166
Naman R. Mody	6.25%	940,529

**Notes to the Consolidated Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

**(e) Details of Shareholding of Promoter group:**

Promoter Name	Shareholding as on March 31, 2023		Shareholding as on March 31, 2022		% change during the year
	No of Shares	% total shares	No of Shares	% total shares	
Pallavi Bharat Mehta	6,55,355	4.35	6,55,355	4.35	-
Sejal Pranabh Mody	3,31,169	2.20	3,31,169	2.20	-
Pranabh Dinesh Mody	2,88,534	1.92	2,87,272	1.91	0.01
Priti Rajen Shah	70,291	0.47	70,291	0.47	-
Deepali Shirish Mody	69,486	0.46	69,486	0.46	-
Purvi Uday Asher	57,351	0.38	57,351	0.38	-
Uday Madhavdas Asher	10,313	0.07	10,313	0.07	-
Dipak Harkisan Desai	9,201	0.06	9,201	0.06	-
Bharati Shirish Mody	8,252	0.05	8,252	0.05	-
Dhimant Harkisan Desai	6,543	0.04	6,543	0.04	-
Jinali Pranabh Mody	5,549	0.04	5,549	0.04	-
Rupa M. Udani	5,500	0.04	5,500	0.04	-
Bharat Pravinchandra Mehta	3,640	0.02	3,640	0.02	-
Asha Dipak Desai	2,350	0.02	2,350	0.02	-
Pranabh Dinesh Mody (Trustee Kumud Mody Family Foundation)	2,182	0.01	2,182	0.01	-
Shirish Bhagwanlal Mody	1,335	0.01	1,335	0.01	-
Namrata Kushal Dalal	1,000	0.01	1,000	0.01	-
Dr. Dilip S. Mehta	400	0.00	400	0.00	-
Nisha Divyesh Shah	151	0.00	151	0.00	-
Kumud Dinesh Mody	25	0.00	25	0.00	-
Harkisan Girdharlal Desai	1	0.00	1	0.00	-
Lekar Pharma Limited	6,42,845	4.27	6,42,845	4.27	-
Dinesh Mody Ventures LLP	1,19,471	0.79	1,19,471	0.79	-
Kumud Mody Ventures LLP	1,19,471	0.79	1,19,471	0.79	-
Shirish Mody Enterprises LLP	1,19,471	0.79	1,19,471	0.79	-
Bharati Mody Ventures LLP	1,16,565	0.77	1,16,565	0.77	-
Eragon Ventures Limited (Formerly known as Ifiunik Pharmaceuticals Ltd)	1,03,204	0.69	1,03,204	0.69	-
Unique Pharmaceuticals Laboratories Limited	63,168	0.42	63,168	0.42	-
Synit Drugs Pvt. Ltd.	46,709	0.31	46,709	0.31	-
J B Mody Enterprises LLP	13,199	0.09	13,199	0.09	-
Namplas Chemicals Private Limited	-	-	-	-	-
Rajiv C. Mody	15,56,570	10.34	15,56,570	10.34	-
Naman R. Mody	9,40,529	6.25	9,40,529	6.25	-
Sakhee R. Mody	3,97,223	2.64	3,97,223	2.64	-
Bipin Amritlal Turakhia	3,78,906	2.52	3,78,906	2.52	-
Arti Mody	3,10,396	2.06	2,61,808	1.74	0.32
Nilima Rajesh Doshi	72,554	0.48	72,554	0.48	-
<b>Total</b>	<b>65,28,909</b>	<b>43.38%</b>	<b>64,79,059</b>	<b>43.05%</b>	<b>0.33%</b>



## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

- (f) The Board in their meeting held on October 21, 2022 has declared ₹ 12 per share as the interim dividend for the year ended March 31, 2023, which resulted in cash out flow of ₹ 1,806.10 lakhs. The Board in their meeting held on May 2, 2023 has recommended ₹ 13 per share as final dividend for the year ended March 31, 2023. The payment is subject to shareholders' approval in the ensuing Annual General Meeting, if approved it would result in net cash outflow of ₹ 1,962.61 lakhs. The total dividend for the year ended March 31, 2023 would be ₹ 25 per share (including interim dividend of ₹ 12 per share)(March 31, 2022 : ₹ 25 per share).

(g) **Employee Stock Option Plan (ESOP):**

The Sasken Employees' Share Based Incentive Plan 2016 (Plan) was duly approved and instituted in December, 2016. The Plan authorizes the Board of Directors of the Company to offer share based incentive to eligible employees of the Company and its subsidiaries. The maximum number of shares to be issued under the Plan will be 8,85,900 equity shares. The Plan is administered by the Sasken Employees Welfare Trust.

The Group recognizes compensation expense relating to share-based payments in net profit using fair-value in accordance with Ind AS 102, Share-Based Payment. The estimated fair value of awards is charged to income on a straight-line basis over the requisite service period for each separately vesting portion of the award as if the award was in-substance, multiple awards with a corresponding increase to share options outstanding account.

During the year ended March 31, 2022, all the stock options have been lapsed under the Plan and the related cost of ₹ (44.65) lakhs was reversed.

The Group has used the Black-Scholes Option Pricing Model to determine the fair value of the stock options based on which the compensation cost for the current period has been computed.

The 2016 Plan is in compliance with the provisions of SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Details of Stock Options granted are as follows:

<b>Details of movement in the stock options granted during the year</b>		<b>As at March 31, 2022</b>
		<b>Units (in Numbers)</b>
Stock appreciation rights (SAR)		-
The fair value of each equity settled award is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions:		
		<b>Fair value of options</b>
Stock options outstanding at the beginning of the year		13,705
Number of options granted during the year		-
Options vested during the year		-
Options lapsed during the year		(13,705)
Total number of shares to be allotted on exercise of Equity		-
Options outstanding at the end of the year		-
Options exercisable at the end of the year		-
Exercise prices of ESOP Options outstanding at the end of the year		₹ 982
<b>The fair value has been calculated using the Black Sholes Option Pricing Model. The Assumptions used in the model on a weighted average basis at the time of grant are as follows :</b>		<b>Assumption values</b>
1. Risk free interest rate		8.12%
2. Weighted average contractual life		5.50
3. Expected volatility		44.94%
4. Dividend yield		1.02%
5. Price of the underlying share in the market at the time of option grant		₹ 981.85
6. Date of grant		July 17, 2018
7. Exercise price		₹ 981.85

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### (h) Restricted Stock Units (RSUs):

Nomination and Remuneration Committee of the Board has on January 13, 2022 accorded its approval for grant of upto 1,20,000 RSUs at an exercise price of ₹ 10 per RSU i.e. at par value of equity shares of the Group in accordance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and other applicable regulations and Sasken Employees' Share Based Incentive Plan 2016.

The above grants have been made to identified employees of the Company on January 13, 2022, May 26, 2022, October 19, 2022 & November 4, 2022 and these shall vest as per the vesting schedule of 2 years as approved by the Committee and can be exercised over the exercise period of 3 years as approved by them.

During the year ended March 31, 2023, 129,170 RSUs were granted and 36,190 RSUs were lapsed due to non-meeting of vesting conditions and the total compensation cost of ₹ 533.01 lakhs charged to the Statement of Profit and Loss.

The Group has used the Black-Scholes Option Pricing Model to determine the fair value of the RSUs based on which the compensation cost for the current year has been computed.

The fair value of each RSU is estimated on the date of grant using the Black-Scholes-Merton model with the following assumptions:

Particulars	As at March 31, 2023	As at March 31, 2022
RSUs outstanding at the beginning of the year	83,590	-
Number of RSUs granted during the year	1,29,170	85,270
RSUs vested during the year	-	-
RSUs lapsed during the year	(36,190)	(1,680)
Total number of shares to be allotted on exercise of RSUs	1,76,570	83,590
RSUs outstanding at the end of the year	1,76,570	83,590
RSUs exercisable at the end of the year	Nil	Nil
Exercise price of RSUs outstanding at the end of the year	₹ 10	₹ 10

The fair value has been calculated using the Black Scholes Option Pricing Model. The Assumptions used in the model on a weighted average basis at the time of grant are as follows :

Particulars	Assumption values	Assumption values
1. Weighted average risk free interest rate	7.08%	6.63%
2. Weighted average contractual life	3.50	3.50
3. Weighted average expected volatility	45.01%	45.00%
4. Weighted average dividend yield	1.38%	0.80%
5. Weighted average price of the underlying share in the market at the time of option grant	₹ 1,003.30	₹ 1,249.45
6. Date of grant	* January 13, 2022	
7. Weighted average exercise price	₹ 10	₹ 10

\*Date of various grants: January 13, 2022, May 26, 2022, October 19, 2022 & November 4, 2022

### 16. Provisions, non-current

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Provisions for employee benefits</b>		
Pension (refer note 30)	359.63	334.72
Gratuity (refer note 30)	203.60	288.68
Compensated absences	140.35	145.31
<b>Total</b>	<b>703.58</b>	<b>768.71</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 17. Trade payables

Particulars	As at March 31, 2023	As at March 31, 2022
Total outstanding dues to micro and small enterprises (refer note 35) *	45.01	102.73
Total outstanding dues to creditors other than micro and small enterprises	1,084.15	1,464.04
<b>Total</b>	<b>1,129.16</b>	<b>1,566.77</b>

\* The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006. Accordingly, the disclosure in respect of the amounts payable to such enterprises has been made in the financial statements based on information received and available with the Company.

Particulars	Outstandings for the following periods from the due date of payment				
	Less than one year	1-2 years	2-3 years	More than 3 years	Total
<b>As at March 31, 2023</b>					
a. Total outstanding dues to micro and small enterprises (Refer note 35)	45.01	-	-	-	45.01
b. Total outstanding dues to creditors other than micro and small enterprises	969.24	7.05	0.07	107.79	1,084.15
	<b>1,014.25</b>	<b>7.05</b>	<b>0.07</b>	<b>107.79</b>	<b>1,129.16</b>
<b>As at March 31, 2022</b>					
a. Total outstanding dues to micro and small enterprises (Refer note 35)	102.73	-	-	-	102.73
b. Total outstanding dues to creditors other than micro and small enterprises	1,332.52	0.68	0.56	130.28	1,464.04
	<b>1,435.25</b>	<b>0.68</b>	<b>0.56</b>	<b>130.28</b>	<b>1,566.77</b>

### 18. Other financial liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Employee related payables	1,825.80	3,312.64
Unpaid dividends	124.60	124.40
<b>Total</b>	<b>1,950.40</b>	<b>3,437.04</b>

### 19. Other current liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Advances received from customers	249.01	193.11
Statutory liabilities	2,136.58	1,750.93
<b>Total</b>	<b>2,385.59</b>	<b>1,944.04</b>

### 20. Provisions, current

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Provision for employee benefits</b>		
Compensated absences	1,407.29	1,365.79
<b>Others</b>		
Warranty	87.74	45.09
Onerous contract	-	0.88
Others	4.33	70.30
<b>Total</b>	<b>1,499.36</b>	<b>1,482.06</b>

**Notes to the Consolidated Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

**21. Revenue from operations**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Sale of software services ( Refer note 28 )	44,698.35	43,390.73
<b>Total</b>	<b>44,698.35</b>	<b>43,390.73</b>

**22. Other income**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Dividend from preference shares	112.51	112.51
Net gain on sale of current investments	131.96	135.17
Net gain on sale of non-current investments	462.44	157.95
<b>Interest income from:</b>		
- bank deposits	89.87	49.13
- tax free bonds	238.12	382.57
- income-tax refund	80.24	4.39
- non convertible debentures	59.45	53.06
- perpetual bonds	58.05	56.78
- zero coupon bonds	10.54	-
- others	4.19	3.91
Write back of unclaimed balances / provisions	1.13	98.57
Profit on sale of property, plant and equipment	26.20	17.25
Foreign exchange gain, net	277.32	180.04
Donations Received	-	17.34
Net gain on fair value change on investments classified as fair value through profit or loss	1,379.69	2,212.84
Miscellaneous income	41.92	51.85
<b>Total</b>	<b>2,973.63</b>	<b>3,533.36</b>

**23. Employee benefits expense**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Salaries and bonus	25,046.21	23,329.49
Contribution to provident and other funds	2,082.58	1,723.10
Staff welfare expenses	503.82	383.29
Relocation expenses	482.31	467.08
Employee stock option compensation cost (refer note 15(h))	533.01	78.53
<b>Total</b>	<b>28,647.93</b>	<b>25,981.49</b>

**Notes to the Consolidated Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

**24. Other expenses**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Rent	389.21	401.88
Repairs and maintenance:		
- Plant and machinery	236.82	249.79
- Building	215.21	187.70
- Others	42.99	20.53
Communication expenses	153.07	170.09
Travel expenses	570.87	145.37
Electricity and water charges	256.24	209.27
Professional, legal and consultancy charges	830.89	661.61
Insurance	121.17	76.12
Contract staff cost	1,181.24	1,394.47
Software subscription charges	238.58	118.00
Training and conference expenses	159.74	96.67
Warranty expense [net]	42.44	11.36
Selling expenses	53.76	14.09
Bad debts (net of recovery)	(0.19)	2.33
Loss on sale of property, plant and equipment, net	-	6.90
Auditor's remuneration:		
- Audit fees	25.00	22.00
- Other services	1.00	1.50
- Reimbursement of expenses	0.51	-
Rates and taxes	147.08	157.13
Directors' sitting fees and commission	108.52	80.50
Contribution towards corporate social responsibility (refer note 27)	248.82	260.12
Printing and stationery	21.31	13.46
Onerous Contract	-	0.87
Project materials	583.86	1.90
Miscellaneous expenses	343.02	198.06
<b>Total</b>	<b>5,971.16</b>	<b>4,501.72</b>

**25. Income taxes**

**A. Amounts recognised in the Statement of Profit and Loss and other comprehensive income:**

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Income tax expense:</b>		
Current tax	2,266.90	3,158.16
Deferred tax	149.11	(197.59)
	<b>2,416.01</b>	<b>2,960.57</b>
<b>Income tax included in other comprehensive income on:</b>		
Remeasurements of the defined benefit liability	(4.84)	2.78
Net change in fair value of Investments through OCI	(17.50)	0.95
Net change in fair value of financial instruments through OCI	(117.00)	(61.80)
<b>Total Other Comprehensive income</b>	<b>(139.34)</b>	<b>(58.07)</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### B. Reconciliation of effective tax rate:

The reconciliation between the provision for income tax and amounts computed by applying the Indian statutory income tax rate to profit before taxes is as follows:

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
<b>Profit before income tax</b>	<b>12,363.22</b>	<b>15,785.18</b>
Enacted income tax rate in India	25.17%	25.17%
<b>Computed expected tax expense</b>	<b>3,111.58</b>	<b>3,972.81</b>
<b>Effect of:</b>		
Non-deductible expenses	81.18	75.36
Branch profit tax for the US branch	16.19	9.99
Additional provision/ reversal of provisions recorded during previous years (net)	(49.70)	(12.16)
Provision for Foreign Tax Credit	22.17	13.90
Effect of increase in the fair valuation of investments	(249.04)	(694.46)
Effect of tax rates in foreign jurisdictions	(262.73)	66.21
Tax exempt income	(59.93)	(134.46)
Income chargeable at special rates, net	(128.94)	(126.25)
Impact of deductions claimed	-	(302.98)
Other items	(64.77)	92.61
<b>Income tax expense, as above</b>	<b>2,416.01</b>	<b>2,960.57</b>

### C. Recognised deferred tax assets and liabilities

The components of deferred tax assets and liabilities are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
<i>Deferred tax assets</i>		
Property, plant and equipment (including intangible assets)	421.56	458.29
Provisions for employee benefits	226.54	237.20
Derivative liabilities	54.18	-
Re-measurement gain on defined benefit liability	266.27	243.93
Other items	-	1.29
<b>Total deferred tax assets</b>	<b>968.55</b>	<b>940.71</b>
<i>Deferred tax liabilities</i>		
Investments at fair value through profit or loss	98.21	-
Unrealised interest on income tax refund	33.09	33.09
Derivative assets	-	62.82
<b>Total deferred tax liabilities</b>	<b>131.30</b>	<b>95.91</b>
<b>Deferred tax asset (net)</b>	<b>837.25</b>	<b>844.80</b>

### D. Movement in temporary differences

Net deferred income tax asset at the beginning (a)	Balance as at April 1, 2022	Balance as at April 1, 2021
Net deferred income tax asset	844.80	589.14
<b>Credit / (Charge) in the consolidated Statement of Profit and Loss during the year (b)</b>	<b>Year ended March 31, 2023</b>	<b>Year ended March 31, 2022</b>
Property, Plant and equipment (including intangible assets)	(36.74)	(16.42)
Employee benefits	(10.65)	9.17
Investments at fair value through profit or loss	(98.21)	137.53
Derivative liabilities	-	73.42
Other items	(1.29)	(6.11)
	<b>(146.89)</b>	<b>197.59</b>

**Notes to the Consolidated Financial Statements (Contd.)**  
(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Credit in the other comprehensive income during the year (c)	Year ended March 31, 2023	Year ended March 31, 2022
Remeasurement of defined benefit plans	4.84	(2.78)
Fair Valuation of Bonds through OCI	17.50	(0.95)
Derivative assets / liabilities	117.00	61.80
	<b>139.34</b>	<b>58.07</b>
<b>Net deferred income tax asset at the end of the year (d) = (a) + (b) + (c)</b>	<b>837.25</b>	<b>844.80</b>

**E. Other tax assets and current tax liabilities**

Particulars	As at March 31, 2023	As at March 31, 2022
Income tax assets (including other tax assets)	4,722.20	4,547.31
Income tax liabilities	1,986.97	2,362.42
<b>Net</b>	<b>2,735.23</b>	<b>2,184.89</b>

Deferred taxes on unrealized foreign exchange gain/ loss relating to cash flow hedges, fair value changes on instruments at FVTOCI and actuarial gains/losses on defined benefit plans are recognized in other comprehensive income and presented within equity. Other than these, the change in deferred tax assets and liabilities is recorded in the Statement of Profit and Loss.

In assessing the realizability of deferred tax assets, the Company considers the extent to which it is probable that the deferred tax asset will be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences and tax loss carry forwards become deductible. The Company considers the expected reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. Based on this, the Company believes that it is probable that the Company will realize the benefits of these deductible differences. The amount of deferred tax asset considered realizable, however, could be reduced in the near term if the estimates of future taxable income during the carry-forward period are reduced.

The Company has provided for income taxes at the rates provided in Section 115BAA of the Income Tax Act 1961 for the year ended March 31, 2023

**26. Earnings per share (EPS)**

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Group by the weighted average number of equity shares outstanding during the year. Diluted EPS is calculated by dividing the profit attributable to equity holders of the Group and the weighted average number of equity shares outstanding, after adjustment for the effects of all dilutive potential equity shares.

**i. Profit attributable to equity holders of the Company**

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Profit after tax for the year	9,947.21	12,824.61
<b>Profit attributable to equity holders of the Company for Basic EPS</b>	<b>9,947.21</b>	<b>12,824.61</b>
Adjustments for the purpose of dilutive potential equity shares	-	-
<b>Profit attributable to equity holders of the Company for Dilutive EPS</b>	<b>9,947.21</b>	<b>12,824.61</b>
<b>Issued ordinary shares at the beginning date</b>	<b>15,038,789</b>	<b>15,032,285</b>
Effect of shares bought back by Sasken Employees Welfare Trust	-	-
	<b>15,038,789</b>	<b>15,032,285</b>
Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
<b>ii. Weighted average number of equity shares at the end of the year (Basic EPS)</b>	<b>15,038,789</b>	<b>15,032,285</b>
Effect of dilution of potential ordinary shares	129,690	15,903
<b>iii. Weighted average number of equity shares at the end of the year (Diluted EPS)</b>	<b>15,168,479</b>	<b>15,048,188</b>
<b>Basic earnings per share (i/ii)</b>	<b>66.14</b>	<b>85.31</b>
<b>Diluted earnings per share (i/iii)</b>	<b>65.58</b>	<b>85.22</b>



## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 27. Corporate Social Responsibility

Pursuant to Section 135 of the Companies Act, 2013, a company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on Corporate Social Responsibility (CSR) activities. The areas for CSR activities are eradication of hunger and malnutrition, promoting education, art and culture, healthcare, destitute care and rehabilitation, environment sustainability, disaster relief and rural development projects. A CSR Committee has been formed by the Company as per the Act.

Particulars (Standalone Basis)	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Amount required to be spent by the Company during the year	248.00	240.46
Amount spent during the year on :		
(i) Construction / acquisition of any asset	-	-
(ii) On purpose other than construction / acquisition of any asset	190.08	309.38
(iii) Amount utilised from excess contribution of previous year	57.92	-
Excess available for set off for future years	11.00	68.92
Shortfall at the end of the year	-	-

Nature of CSR activities: empowering women, promoting education, preventive health care, empowering socially and economically backward.

Details of Related Party Transaction, i.e. contribution to the trust controlled by Company in relation to CSR activities.

Transfer to Sasken Foundation (Controlled Trust): Nil

### 28. Segments and disaggregated revenue information

#### (a) Segmental information:

The Chief Executive Officer of the Group has been identified as the Chief Operating Decision Maker (CODM) as defined by Ind AS 108, "Operating Segments." The Group operates in one segment only i.e. "Software Services". The CODM evaluates performance of the Company based on revenue and operating income from "Software Segment". Accordingly, segment information has not been separately disclosed. The Group earns revenues from customers located across different geographies, the revenues based on domicile of the customer are disclosed in Note (c) below. Assets and liabilities used in the Group's business are not identified to any of the geographies, as these are used interchangeably between geographies. The management believes that it is currently not practicable to provide disclosures relating to total assets and liabilities since a meaningful segregation of the available data is onerous.

#### (b) Revenue by contract type:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Time and material contracts	33,168.04	31,941.36
Fixed priced contracts	11,530.31	11,449.37
<b>Total</b>	<b>44,698.35</b>	<b>43,390.73</b>

#### (c) Revenue by geography:

The Company has four geographic segments. Revenues from the geographic segments based on domicile of the customer are as follows:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
India	13,342.42	13,614.48
North America (including Canada)	16,830.11	13,621.86
Europe (including Middle East)	11,297.27	9,951.27
Rest of the world	3,228.55	6,203.12
<b>Total</b>	<b>44,698.35</b>	<b>43,390.73</b>

1 of our customer groups individually accounted for more than 10% of the revenues for the year ended March 31, 2023 (March 31, 2022: 2 customer groups)

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Unsatisfied (or partially satisfied) performance obligations are subject to variability due to several factors such as terminations, changes in scope of contracts, periodic revaluations of the estimates, economic factors (changes in currency rates, tax laws etc). Out of purchase orders received, the aggregate value of transaction price allocated to unsatisfied (or partially satisfied) performance obligations is ₹ 29.74 lakhs (₹ 3,876.72 lakhs FY 2021-22) out of which 100% is expected to be recognized as revenue in the next year. No consideration from contracts with customers is excluded from the amount mentioned above.

### Changes in contract assets are as follows:

	March 31, 2023	March 31, 2022
<b>Balance at the beginning of the year</b>	<b>671.17</b>	<b>1,974.27</b>
Revenue recognized during the year	11,530.32	11,449.37
Invoices raised during the year	(11,570.09)	(12,705.91)
Translation exchange difference	60.55	(46.56)
<b>Balance at the end of the year</b>	<b>691.95</b>	<b>671.17</b>

### Changes in deferred revenue are as follows:

	March 31, 2023	March 31, 2022
<b>Balance at the beginning of the year</b>	<b>178.10</b>	<b>92.04</b>
Revenue recognized that was included in the deferred revenue at the beginning of the year	(151.36)	(92.04)
Increase due to invoicing during the year, excluding amounts recognized as revenue during the year	150.99	178.10
<b>Balance at the end of the year</b>	<b>177.73</b>	<b>178.10</b>

### Reconciliation of revenue recognized with the contracted price is as follows:

	March 31, 2023	March 31, 2022
Contracted price	44,698.35	43,390.73
<b>Revenue recognized</b>	<b>44,698.35</b>	<b>43,390.73</b>

The reduction towards variable consideration comprises of volume discounts, service level credits, etc.

## 29. Related party relationships and transactions

### (a) Following is the list of subsidiaries / controlled trust / joint ventures / other related parties of the Company:

Particulars	Country of incorporation	Ownership interest as at	
		March 31, 2023	March 31, 2022
Subsidiaries			
Sasken Communication Technologies Mexico, S.A.de C.V ('Sasken Mexico')	Mexico	100.00%	100.00%
Sasken Finland Oy. ('Sasken Finland')	Finland	100.00%	100.00%
Sasken Inc. ('Sasken Inc.')	USA	100.00%	100.00%
Controlled trusts			
Sasken Foundation	India	-	-
Sasken Employees Welfare Trust	India	-	-
Joint ventures			
TACO Sasken Automotive Electronics Limited ('TSAE')	India	50.00%	50.00%
Other related parties		Nature of relationship	
SAS Employees Provident Fund Trust	India	Post-Employment benefit plan of Sasken	
Sasken Employees Gratuity Fund Trust	India	Post-Employment benefit plan of Sasken	
Sasken Employees Superannuation Fund Trust	India	Post-Employment benefit plan of Sasken	
Mylspot Education Services Private Limited	India	Private Company in which one of our Directors is a Director	

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### (b) Following is the list of other related parties:

#### (i) Key Managerial Personnel ('KMP'):

Name of the related party	Relationship
Rajiv C. Mody	Chairman & Managing Director
Neeta S. Revankar (upto June 30, 2022)	Whole-time Director and Chief Financial Officer
S. Prasad (upto July 31, 2021)	Company Secretary
Paawan Bhargava (from August 1, 2021)	Company Secretary
Abhijit Kabra (from July 20, 2022)	Chief Executive Officer
Priyaranjan (from August 10, 2022)	Chief Financial Officer
B. Ramkumar (from August 10, 2022)	Chief Risk Officer

#### (ii) Person other than KMPs:

Name of the related party	Relationship
Bharat V. Patel	Independent Director
Sanjay M. Shah	Independent Director
Som Mittal (from April 21, 2022)	Independent Director
Sunirmal Talukdar	Independent Director
Pranabh D. Mody	Non-executive Director
G. Venkatesh (upto April 20, 2022)	Independent Director
G. Venkatesh (from April 21, 2022)	Non-executive Director
Madhu Khatri	Independent Director
Raja Ramana Macha (from January 24, 2023)	Independent Director
Sunil Sachan (from January 24, 2023)	Independent Director
Sakhee Mody	Relative of Director

#### (c) Key Managerial personnel compensation

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
Short term employee benefits - KMPs	868.87	830.61
Short term employee benefits - Others, Directors' Sitting Fees and Commission	180.63	150.10
<b>Total</b>	<b>1,049.50</b>	<b>980.71</b>

Post-employment benefits comprising gratuity and compensated absences are not disclosed as these are determined for the Group as a whole.

#### (d) Related party transactions other than those with key managerial personnel:

Particulars	For the Year ended March 31, 2023	For the Year ended March 31, 2022
<b>Consultancy Services procured from</b>		
- Mylspot Education Services Private Limited	28.80	-
<b>Total</b>	<b>28.80</b>	<b>-</b>

## 30. Employee benefits

### Defined contribution plan:

#### Pension Fund and Superannuation:

The Group makes contributions to the Government administered pension fund, determined as a specified percentage of employee salaries, in respect of qualifying employees towards Provident fund, which is a defined contribution plan. Further, the Company also contributes to a superannuation scheme, maintained by an insurance company. To the extent of such contributions, the Group has no obligation other than to make the specified contributions. The contributions are charged to the Statement of Profit and Loss as they accrue. The amount recognized as an expense towards contributions for the year ended March 31, 2023: ₹ 138.27 lakhs (For year ended March 31, 2022: ₹ 151.57 lakhs respectively).

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Defined benefit plan:

#### (a) Provident Fund

The Group also makes contributions to the approved provident fund trust (SAS Employees Provident Fund Trust) managed by the Group, in respect of qualifying employees towards Provident fund, which is a defined benefit plan. The contributions made to the Trust managed by the Group is accounted for as a defined benefit plan as the Group is liable for any shortfall in the Trust's assets based on the Government specified rate of return.

The following table sets out the funded status of defined benefit provident fund plan of Sasken Technologies Limited and amount recognized in the Group's Financials statement as at March 31, 2023:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Change in Benefit Obligation</b>		
Benefit Obligation at the beginning	17,304.88	17,242.85
Service Cost - Employer obligation	770.54	620.60
Employee contribution	1,130.80	1,024.87
Interest expense	1,410.89	1,173.45
Actuarial (gain) / loss	171.93	(122.01)
Benefits paid including transfer in / transfer out	(1,674.31)	(2,634.88)
<b>Benefit Obligation at the end</b>	<b>19,114.73</b>	<b>17,304.88</b>
<b>Change in Plan assets</b>		
Fair value of Plan asset at the beginning	16,302.71	16,240.22
Interest Income	1,329.71	1,107.61
Remeasurement*	262.53	(50.66)
Contributions Employee / Employer	1,901.33	1,640.42
Benefits paid including transfer in / transfer out	(1,674.31)	(2,634.88)
<b>Fair value of Plan asset at the end of the year</b>	<b>18,121.97</b>	<b>16,302.71</b>
<b>Net Liability</b>	<b>992.76</b>	<b>1,002.17</b>

\* Includes unrealized loss on investment in certain bonds by the PF Trust

#### Amount recognized in the Statement of Profit & Loss and Other Comprehensive Income:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Statement of Profit and Loss</b>	770.54	620.60
<b>Company contribution to provident fund</b>	<b>770.54</b>	<b>620.60</b>
<b>Remeasurement of net Defined benefit liability / (Asset)</b>		
Actuarial (gain) / loss	171.93	(122.01)
Return of plan assets excluding amount included in interest income	(181.35)	122.01
	<b>(9.42)</b>	<b>-</b>

#### The breakup of plan assets into various categories as at March 31, 2023 as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Central and State Government bonds	61.65%	61.70%
Public Sector and Private Sector banks	35.19%	35.13%
Others	3.16%	3.17%

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

The principal assumptions used in determining the present value obligation of interest guarantee under the deterministic approach are as follows:

	As at March 31, 2023	As at March 31, 2022
Discount rate	7.30%	7.30%
Average remaining tenure of investment portfolio	4.97 years	6.57 years
Guaranteed rate of return	8.15%	8.10%
Expected guaranteed interest	7.46%	8.05%

The amount recognized as an expense towards contribution to this plan for the year ended March 31, 2023 aggregated to ₹ 770.54 lakhs (March 31, 2022 ₹ 620.60 lakhs), the Company has recognized in Other Comprehensive Income for the year ended March 31, 2023: ₹ (9.42) lakhs (March 31, 2022: Nil) respectively.

### (b) Gratuity

The Group operates a post employment benefit plan that provides for gratuity benefit to the employees of the Group. The gratuity plan entitles an employee, who has rendered at least five years of continuous service, to receive one-half month's salary for each year of completed service at the time of retirement/exit. Further, in case of the branch in Germany, pension contributions are also made as per the local laws and regulations. The Group provides for these pension benefits, a defined benefit plan, covering all eligible employees.

Particulars	As at March 31, 2023	As at March 31, 2022
Defined benefit asset (a)	2,374.89	2,352.74
Defined benefit liability (b)	2,578.49	2,641.42
<b>Net employee benefit (assets) / liabilities (c = b - a)</b>	<b>203.60</b>	<b>288.68</b>
Non-current	203.60	288.68
Current	-	-

### (i) Reconciliation of the net defined benefit liability:

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit liability / (asset) and its components:

#### Reconciliation of present value of defined benefit obligation:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	2,641.42	2,503.37
Benefits paid	(343.31)	(341.98)
Current service cost	304.11	293.40
Interest cost	150.89	135.30
Actuarial (gains) / losses recognized in other comprehensive income		
- changes in financial assumptions	(98.23)	(46.07)
- experience adjustments	(76.39)	97.40
<b>Balance at the end of the year (a)</b>	<b>2,578.49</b>	<b>2,641.42</b>

### (ii) Reconciliation of the present value of plan assets:

Particulars	As at March 31, 2023	As at March 31, 2022
Balance at the beginning of the year	2,352.74	2,482.87
Contributions paid into the plan	288.68	-
Benefits paid	(343.31)	(341.98)
Interest income	150.81	149.47
Return on plan assets recognized in other comprehensive income	(74.03)	62.37
<b>Balance at the end of the year (b)</b>	<b>2,374.89</b>	<b>2,352.74</b>
<b>Net defined benefit liability / (asset) (c = a - b)</b>	<b>203.60</b>	<b>288.68</b>

The Company has invested its 100% plan assets in Insurance Company for the year ended March 31, 2023 and March 31, 2022.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

- (iii) The amounts for the year ended March 31, 2023 and March 31, 2022 recognized in the Statement of Profit and Loss under employee benefit expense are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
Service Cost	304.11	293.39
Net Interest Cost	0.08	(14.17)
<b>Net Gratuity Cost / (Gain)</b>	<b>304.19</b>	<b>279.22</b>

- (iv) The amounts for the year ended March 31, 2023 and year ended March 31, 2022 recognized in the Statement of Other Comprehensive Income are as follows:

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Remeasurements of the net defined benefit liability / (asset)</b>		
Actuarial (gains) / losses	(174.62)	51.33
(Return) / loss on plan assets excluding amounts included in the net interest on the net defined benefit liability/ (asset)	74.03	(62.37)
<b>Net Gratuity Cost / (Gain)</b>	<b>(100.59)</b>	<b>(11.05)</b>

- (v) Defined benefit obligations - Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages):

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate	7.30%	6.41%
Expected return on plan assets	7.30%	6.41%
Salary escalation rate	10.00%	10.00%
Attrition rate	20.00%	20.00%

The discount rate is based on the prevailing market yields of Indian government securities for the estimated term of the obligations. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations. The estimates of future salary escalations considered takes into account the inflation, seniority, promotion and other relevant factors. Attrition rate considered is the management's estimate, based on previous years' employee turnover of the Group.

As at March 31, 2023 and March 31, 2022, plan assets were primarily invested in insurer managed funds.

- (vi) Sensitivity analysis:

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at March 31, 2023	As at March 31, 2022
Discount rate (1% movement)	(101.47)	(110.89)
Discount rate (-1% movement)	110.94	121.57
Future salary growth (1% movement)	113.01	128.79
Future salary growth (-1% movement)	(105.47)	(119.90)
Attrition rate (1% movement)	(18.10)	(23.37)
Attrition rate (-1% movement)	19.40	25.21

Although the analysis does not take into account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

<b>Expected contribution to the fund for the next 12 months</b>	<b>288.54</b>	<b>304.19</b>
<b>Estimated benefit payments from the fund during:</b>		
Year 1	670.58	574.91
Year 2	367.62	401.06
Year 3	340.92	345.40
Year 4	298.83	317.43
Year 5	273.97	310.80
Year 6 to 10	967.89	945.47
Thereafter	790.54	789.47

### (c) Pension

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Defined benefit asset (a)	1,434.85	1,324.87
Defined benefit liability (b)	1,794.48	1,659.59
<b>Net employee benefit liabilities (c = b - a)</b>	<b>359.63</b>	<b>334.72</b>
<b>Non-current</b>	<b>359.63</b>	<b>334.72</b>
<b>Current</b>	<b>-</b>	<b>-</b>

#### Reconciliation of the net defined benefit liability:

The following table shows a reconciliation from the opening balances to the closing balances for the net defined benefit (asset) / liability and its components:

#### 1. Reconciliation of present value of defined benefit obligation (Pension):

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of the year	1,659.59	1,962.70
Interest cost	36.46	23.95
Benefits paid	(0.63)	(0.60)
Actuarial losses/(gains) recognized in Other Comprehensive Income	(6.90)	(284.37)
Exchange losses / (gains)	105.96	(42.09)
<b>Balance at the end of the year (a)</b>	<b>1,794.48</b>	<b>1,659.59</b>

#### 2. Reconciliation of the present value of the plan assets:

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Balance at the beginning of the year	1,324.87	1,505.21
Contributions paid into the plan	9.82	10.19
Benefits paid	(0.63)	(0.60)
Expected return on plan assets	29.21	18.43
Actuarial gains/ (losses) recognized in Other Comprehensive Income	(13.04)	(176.13)
Exchange gains / (losses)	84.62	(32.23)
<b>Balance at the end of the year (b)</b>	<b>1,434.85</b>	<b>1,324.87</b>
<b>Net defined benefit / (asset) (c = a - b)</b>	<b>359.63</b>	<b>334.72</b>

Note: Pension is on account of Germany Branch.

#### 3. Defined benefit obligations - Actuarial assumptions

The following were the principal actuarial assumptions at the reporting date (expressed as weighted averages):

<b>Particulars</b>	<b>As at March 31, 2023</b>	<b>As at March 31, 2022</b>
Discount rate	2.10%	2.10%
Expected return on plan assets	2.10%	2.10%

The discount rate is based on the prevailing market yields of government securities for the estimated term of the obligations. The expected return on plan assets is based on expectation of the average long term rate of return expected on investments of the fund during the estimated term of the obligations.



## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 31. Financial instruments – fair values

#### Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The cost of unquoted investments included in Level 3 of fair value hierarchy approximate their fair value because the cost represents estimate of fair value.

#### As at March 31, 2023:

Financial assets measured at fair value	Carrying amount			Fair value hierarchy				
	Fair value Hedging instruments	FVTPL	FVTOCI	Total	Level 1	Level 2	Level 3	Total
Investments (non-current)								
Investments in fixed maturity plans	-	1,585.05	-	1,585.05	1,585.05	-	-	1,585.05
Investments in arbitrage funds	-	9,912.38	-	9,912.38	9,912.38	-	-	9,912.38
Equity linked funds	-	10,392.62	-	10,392.62	10,392.62	-	-	10,392.62
Perpetual bonds	-	-	759.64	759.64	-	759.64	-	759.64
Debt funds	-	8,991.08	-	8,991.08	8,991.08	-	-	8,991.08
Corporate Bond funds	-	12,215.92	-	12,215.92	12,215.92	-	-	12,215.92
Alternative Investment Fund	-	-	594.14	594.14	-	-	594.14	594.14
Investments in Series- A preferred stock	-	-	-	-	-	-	-	-
Investments (current)								
Investments in liquid mutual funds	-	2,024.57	-	2,024.57	2,024.57	-	-	2,024.57
Debt ETFs	-	1,229.07	-	1,229.07	1,229.07	-	-	1,229.07
Investment in market linked debentures	-	600.00	-	600.00	600.00	-	-	600.00
Index Funds	-	504.32	-	504.32	504.32	-	-	504.32
	-	47,455.01	1,353.78	48,808.79	47,455.01	759.64	594.14	48,808.79

Financial assets not measured at fair value	Carrying amount Amortised cost
<b>Investments (non-current)</b>	
Investments in preference shares	1,500.00
Non convertible debentures	701.48
Investments in tax free bonds	3,329.80
Investments in zero coupon bonds	1,334.14
<b>Investments (current)</b>	
Corporate Fixed Deposits	2,000.00
Investments in zero coupon bonds	545.30
<b>Other financial assets (non-current)</b>	
Security deposits	193.69
Advances to employees	7.53
Trade receivables	7,168.24
Cash and cash equivalents	2,610.72
Other bank balances	184.86
Unbilled revenue	2,083.48
<b>Other financial assets (current)</b>	
Advances to employees	9.39
Accrued interest income	387.85
Security deposits	42.17
<b>Total</b>	<b>22,098.65</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

Financial liabilities not measured at fair value	Carrying amount Amortised cost
Lease Liability (non-current)	222.25
Trade payables	1,129.16
<b>Other financial liabilities (current)</b>	
Employee related payments	1,825.80
Lease Liability	110.49
Unpaid dividends	124.60
<b>Total</b>	<b>3,412.29</b>

Financial liabilities measured at fair value	Carrying amount				Fair value hierarchy			
	Fair value Hedging Instruments	FVTPL	FVTOCI	Total	Level 1	Level 2	Level 3	Total
Derivative Liabilities	215.26	-	-	215.26	-	215.26	-	215.26
<b>Total</b>	<b>215.26</b>	<b>-</b>	<b>-</b>	<b>215.26</b>	<b>-</b>	<b>215.26</b>	<b>-</b>	<b>215.26</b>

The carrying amount of cash and bank balances, investments carried at amortised cost, trade receivables, security deposits, advance to employees, accrued interest, other advances, unbilled revenues, trade payables, lease liabilities, employee related payables, unpaid dividends are considered to be the same as their fair values, since they are short-term in nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk. The carrying amount of Non-convertible debentures, investment in preference shares, zero coupon bonds, Corporate Fixed Deposits and tax free bonds carried at amortized cost is considered to be the same as the fair value of the investments.

### As at 31 March 2022:

Financial assets measured at fair value	Carrying amount				Fair value hierarchy			
	Fair value Hedging Instruments	FVTPL	FVTOCI	Total	Level 1	Level 2	Level 3	Total
Investments in fixed maturity plans	-	1,534.03	-	1,534.03	1,534.03	-	-	1,534.03
Investments in arbitrage funds	-	12,458.33	-	12,458.33	12,458.33	-	-	12,458.33
Equity linked funds	-	9,350.96	-	9,350.96	9,350.96	-	-	9,350.96
Perpetual bond	-	-	789.75	789.75	-	789.75	-	789.75
Debt funds	-	9,857.43	-	9,857.43	9,857.43	-	-	9,857.43
Corporate Bond funds	-	7,950.71	-	7,950.71	7,950.71	-	-	7,950.71
Alternative Investment Fund	-	-	270.00	270.00	-	-	270.00	270.00
Market linked Debentures	-	399.45	-	399.45	399.45	-	-	399.45
Investments in series- A preferred stock	-	-	-	-	-	-	-	-
<b>Investments (current)</b>								
Investments in liquid mutual funds	-	620.18	-	620.18	620.18	-	-	620.18
Fixed maturity plans	-	3,051.38	-	3,051.38	3,051.38	-	-	3,051.38
Derivative instruments	249.61	-	-	249.61	-	249.61	-	249.61
<b>Total</b>	<b>249.61</b>	<b>45,222.48</b>	<b>1,059.75</b>	<b>46,531.84</b>	<b>45,222.48</b>	<b>1,039.36</b>	<b>270.00</b>	<b>46,531.84</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### As at 31 March 2022:

	Carrying amount
Financial assets not measured at fair value	Amortized cost
Investments (non-current)	
Investments in preference shares	1,500.00
Non convertible debentures	701.63
Investments in tax free bonds	5,385.59
Other financial assets (non-current)	
Security deposits	108.89
Advances to employees	3.50
Trade receivables	8,169.19
Cash and cash equivalents	1,859.11
Other bank balances	164.55
Unbilled revenue	1,853.55
Other financial assets (current)	
Advances to employees	6.60
Accrued interest income	333.22
Security deposits	42.32
<b>Total</b>	<b>20,128.15</b>
	Carrying amount
Financial liabilities not measured at fair value	Amortized cost
Trade payables	1,566.77
Other financial liabilities (current)	
Employee related payments	3,312.64
Lease Liability	25.64
Unpaid dividends	124.40
<b>Total</b>	<b>5,029.45</b>

The carrying amount of cash and bank balances, investments carried at amortised cost, trade receivables, security deposits, advance to employee, accrued interest, other advances, unbilled revenue, trade payables, lease liabilities, employee related payables, unpaid dividends are considered to be the same as their fair values, since they are short-term in nature. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk. The carrying amount of Non-convertible debentures, investment in preference shares and tax free bonds carried at amortized cost is considered to be the same as the fair value of the investments.

**Derivative instruments (assets and liabilities):** The Group enters into derivative contracts with banks with investment grade credit ratings. Derivatives valued using valuation techniques with market observable inputs are foreign exchange forward contracts and foreign exchange option contracts. The most frequently applied valuation techniques include forward pricing and Black Scholes models (for option valuation), using present value calculations. The models incorporate various inputs including the credit quality of counterparties, foreign exchange spot and forward rates, and forward rate curves of the underlying. As at March 31, 2023, the changes in counterparty credit risk had no material effect on the hedge effectiveness assessment for derivatives designated in hedge relationships and other financial instruments recognized at fair value.

### Details of assets and liabilities considered under Level 3 classification:

Particulars	For the year ended March 31, 2023		For the year ended March 31, 2022	
	FVTOCI	FVTOCI	FVTOCI	FVTOCI
	Alternative Investment Funds	Investments in Series - A preferred stocks	Alternative Investment Funds	Investments in Series - A preferred stocks
Opening balance as at April 1	270.00	-	-	-
Add : Investment made during the year	380.00	-	270.00	-
Less: Due to changes in fair value	(55.86)	-	-	-
<b>Closing balance as at March 31</b>	<b>594.14</b>	<b>-</b>	<b>270.00</b>	<b>-</b>

The Group has determined the fair value based on the recent transaction price.

There have been no transfers among Level 1, Level 2 and Level 3 investments during the year ended March 31, 2023 (March 31, 2022).

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### A. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk.

#### i. Risk management framework

The Group's principal financial liabilities comprise trade payables, other payables and unpaid dividend. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include trade receivables, cash and cash equivalents, other bank balances and unbilled revenues that derive directly from its operations.

The Group's activities expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Group's primary focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance. The primary market risk for the Group pertains to investing activities. The Group's exposure to credit risk is influenced mainly by the individual characteristic of customers and counterparties to derivative instruments such as banks.

#### ii. Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in debt securities.

The carrying amount of the following financial assets represents the maximum credit exposure.

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹7,465.55 lakhs and ₹8,169.19 lakhs as at March 31, 2023 and March 31, 2022, respectively and unbilled revenues amounting to ₹2,083.48 lakhs and ₹1,853.55 lakhs as at March 31, 2023 and March 31, 2022, respectively. Credit risk has always been managed by the Group through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. As per Ind AS 109, the Group uses expected credit loss model to assess the impairment loss or gain. The Group uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenues.

The following table gives details in respect of percentage of revenues generated from top two customers and top ten customers:

Particulars	For the year ended March 31, 2023	For the year ended March 31, 2022
Revenue from top 2 customers	23.65%	22.64%
Revenue from top 10 customers	66.99%	66.33%

The carrying amount of the following financial assets represents the maximum credit exposure:

#### Trade receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

Credit risk arises from the possibility that customers may not be able to settle their obligations as agreed. The Group establishes an allowance for impairment that best represents its estimate of expected losses in respect of trade receivables. The Group has established a credit policy under which each new customer is analyzed individually for credit worthiness before the Group's standard payment and delivery terms and conditions are offered. The balance outstanding of trade receivable is less than 180 days.

#### Cash and bank balances

The Group held cash and bank balances of ₹2,795.58 lakhs at March 31, 2023 (March 31, 2022: ₹2,023.66 lakhs).

#### Derivatives

The derivatives are entered with banks being counterparty.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### iii. Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulties in meeting the obligations associated with its financial liabilities that are settled by delivering cash or any other financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The Group has no outstanding bank borrowings. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

#### Exposure to liquidity risk

The following are the remaining contractual maturities of financial liabilities at the reporting date. The amounts are gross and undiscounted, and include estimated interest payments and exclude the impact of netting agreements.

As at March 31, 2023:	Contractual cash flows				
	Carrying amount	Less than 1 year	1-2 years	2-4 years	4-7 years
<b>Non-derivative financial liabilities</b>					
Lease liabilities(non-current)	222.25	-	222.25	-	-
Trade payables	1,129.16	1,129.16	-	-	-
Other financial liabilities (current)					
Employee related payables	1,825.80	1,825.80	-	-	-
Lease liabilities	110.49	110.49			
Unpaid dividends	124.60	124.60	-	-	-
	<b>3,412.29</b>	<b>3,190.04</b>	<b>222.25</b>	<b>-</b>	<b>-</b>
<b>As at March 31, 2022:</b>					
	Contractual cash flows				
	Carrying amount	Less than 1 year	1-2 years	2-4 years	4-7 years
<b>Non-derivative financial liabilities</b>					
Trade payables	1,566.77	1,566.77	-	-	-
Other financial liabilities (current)					
Employee related payments	3,312.64	3,312.64	-	-	-
Unpaid dividends	124.40	124.40	-	-	-
Lease liabilities	25.64	25.64	-	-	-
	<b>5,029.45</b>	<b>5,029.45</b>	<b>-</b>	<b>-</b>	<b>-</b>

### iv. Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. Market risk is attributable to all market risk sensitive financial instruments including foreign currency receivables and payables and long term debt. The Group is exposed to market risk primarily related to the market value of its investments. Thus, the exposure to market risk is primarily related to investing activities. The objective of market risk management is to diversify our portfolio according to nature of investments to mitigate risks.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Currency risk

The Group is exposed to currency risk on account of export of services in foreign currency. The functional currency of the Group is Indian Rupee. The summary quantitative data about the Group's exposure to currency risk from non-derivative financial instruments is as follows:

#### As at March 31, 2023

Currency	Amount in foreign currency lakhs			Amount in ₹ lakhs		
	Current Assets	Current Liabilities	Net receivable / (payable)	Current Assets	Current Liabilities	Net receivable / (payable)
Euro (EUR)	7.19	0.36	6.83	642.61	32.56	610.05
British Pound (GBP)	0.22	-	0.22	22.03	-	22.03
Japanese Yen (JPY)	6.24	23.72	(17.48)	3.85	14.64	(10.79)
US Dollar (USD)	53.87	4.01	49.86	4,428.13	329.62	4,098.51
Taiwan Dollars (TWD)	-	1.88	(1.88)	-	5.07	(5.07)

#### As at March 31, 2022

Currency	Amount in foreign currency lakhs			Amount in ₹ lakhs		
	Current Assets	Current Liabilities	Net receivable / (payable)	Current Assets	Current Liabilities	Net assets / (liabilities)
Euro (EUR)	9.01	0.69	8.33	757.35	58.13	699.22
British Pound (GBP)	0.51	-	0.51	50.33	-	50.33
Japanese Yen (JPY)	8.89	19.59	(10.69)	5.53	12.19	(6.66)
US Dollar (USD)	80.66	5.08	75.57	6,107.53	385.00	5,722.53
Swedish Krona (SEK)	-	0.95	(0.95)	-	7.72	(7.72)
Taiwan Dollars (TWD)	-	3.25	(3.25)	-	8.57	(8.57)

### Sensitivity Analysis

A reasonably possible strengthening / (weakening) of the INR, US Dollar, Euro and all other currencies as at March 31, 2023 would have affected the measurement of financial instruments denominated in a foreign currency and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in a particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Profit or loss		Equity, net of tax	
	Strengthening	Weakening	Strengthening	Weakening
<b>As at March 31, 2023</b>				
USD (1% movement)	40.99	(40.99)	30.67	(30.67)
EUR (1% movement)	6.10	(6.10)	4.57	(4.57)
<b>As at March 31, 2022</b>				
USD (1% movement)	57.23	(57.23)	42.82	(42.82)
EUR (1% movement)	6.99	(6.99)	5.23	(5.23)

The following significant exchange rates have been applied during the year:

	Spot rate as at	
	March 31, 2023	March 31, 2022
USD	82.20	75.72
EUR	89.38	84.04

### Hedge accounting

The Group enters into foreign exchange forward contracts and option contracts to hedge its net foreign currency receivables position including its future receivables. As per the current policy of the Group, it takes foreign exchange forward contracts for currencies primarily denominated in the US Dollar and Euro. The Group currently does not have a foreign currency hedge in respect of its investments in subsidiaries outside India.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

The following table presents the aggregate contracted principal amounts of the Group's derivative contracts outstanding:

Particulars		As at March 31, 2023	As at March 31, 2022
<b>Designated derivative instruments</b>			
Sell-Forward contracts	USD	(152.40)	180.37
	EUR	(62.86)	69.24
	<b>Contract Value in USD / Million</b>	22.67	24.70
	<b>Contract Value in EUR / Million</b>	3.05	2.33

The following table summarizes activity in the cash flow hedging reserve within equity related to all derivative instruments classified as cash flow hedges:

Particulars		As at March 31, 2023	As at March 31, 2022
<b>Balance as at the beginning of the year</b>		<b>249.66</b>	<b>495.15</b>
Changes in the fair value of effective portion of derivatives		(42.29)	(892.77)
Net (gain) / loss reclassified to Statement of Profit and Loss on occurrence of hedged transactions		(417.74)	644.11
Ineffective portion of derivatives charged to profit and loss		4.83	3.18
Gain / (loss) on cash flow hedging derivatives		(455.20)	(245.49)
Balance as at year end		(205.54)	249.66
Deferred tax thereon		49.12	(63.05)
<b>Balance as at the end of the year, net of deferred tax</b>		<b>(156.42)</b>	<b>186.61</b>

The related hedge transactions for balance is cash flow hedging reserves as of March 31, 2023 are expected to occur and be re-classified to the Statement of Profit and Loss over a period of 1 year.

As of March 31, 2023 and March 31, 2022, there were no significant gains or losses on derivative transactions or portions thereof that have become ineffective as hedges, or associated with an underlying exposure that did not occur.

### 32. Capital management

The Group's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to equity shareholders.

The Group monitors capital using a ratio of 'adjusted net debt' to 'adjusted equity'. For this purpose, adjusted net debt is defined as total liabilities less cash and cash equivalents. Adjusted equity comprises of all components of equity, other than amounts accumulated in the hedging reserve.

The Group's policy is to keep the ratio below 2.00. The Group's adjusted net debt to equity ratio are as follows:

Particulars		As at March 31, 2023	As at March 31, 2022
Total liabilities		10,380.78	11,764.78
Less: Cash and cash equivalents and other bank balances		2,795.58	2,023.66
<b>Adjusted net debt</b>		<b>7,585.20</b>	<b>9,741.12</b>
Total equity		71,933.02	65,354.25
(Less) : Cash flow hedging reserve		(156.42)	186.61
<b>Adjusted equity</b>		<b>72,089.44</b>	<b>65,167.66</b>
<b>Adjusted net debt to adjusted equity ratio</b>		<b>0.11</b>	<b>0.15</b>



## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 33. Additional information pursuant to para 2 of general instructions for the preparation of consolidated financial statements:

Particulars	As at March 31, 2023		As at March 31, 2022	
	As % of consolidated net assets	Amount	As % of consolidated net assets	Amount
<b>Parent</b>				
Sasken Technologies Limited	99.83%	71,809.58	100.46%	65,656.48
<b>Foreign subsidiaries &amp; Controlled Trust</b>				
Sasken Communication Technologies Mexico, S.A. de C.V (Sasken Mexico)	-0.13%	(93.07)	-0.12%	(78.10)
Sasken Finland Oy (Sasken Finland)	2.34%	1,685.19	2.17%	1,420.56
Sasken Inc. (Sasken USA)	0.33%	238.07	0.29%	188.99
Sasken Foundation	-	-	-	-
Sasken Employees Welfare Trust	0.19%	140.21	0.02%	13.52
<b>Total</b>	<b>102.57%</b>	<b>73,779.98</b>	<b>102.83%</b>	<b>67,201.45</b>
Adjustments arising out of consolidation	-2.57%	(1,846.96)	-2.83%	(1,847.20)
<b>Total</b>	<b>100.00%</b>	<b>71,933.02</b>	<b>100.00%</b>	<b>65,354.25</b>

#### Share in profit or loss

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
	As % of consolidated profit or loss	Amount	As % of consolidated profit or loss	Amount
<b>Parent</b>				
Sasken Technologies Limited	98.67%	9,814.81	100.04%	12,830.10
<b>Foreign subsidiaries &amp; Controlled Trust</b>				
Sasken Communication Technologies Mexico, S.A. de C.V (Sasken Mexico)	0.00%	0.33	0.00%	(0.28)
Sasken Communication Technologies (Shanghai) Co. Ltd. (Sasken China)	-	-	-1.04%	(133.19)
Sasken Finland Oy (Sasken Finland)	33.60%	3,341.78	6.94%	890.61
Sasken Inc. (Sasken USA)	1.96%	194.54	1.41%	180.48
Sasken Foundation	-	-	-	-
Sasken Employees Welfare Trust	0.00	(0.23)	0.00	(3.98)
<b>Total</b>	<b>134.23%</b>	<b>13,351.23</b>	<b>107.33%</b>	<b>13,763.74</b>
Adjustments arising out of consolidation	-34.23%	(3,404.02)	-7.33%	(939.13)
<b>Total</b>	<b>100.00%</b>	<b>9,947.21</b>	<b>100.00%</b>	<b>12,824.61</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Share in other comprehensive income (OCI)

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
	As % of consolidated OCI	Amount	As % of consolidated OCI	Amount
<b>Parent</b>				
Sasken Technologies Limited	161.63%	(432.01)	83.29%	(62.97)
<b>Foreign subsidiaries &amp; Controlled Trust</b>				
Sasken Communication Technologies Mexico, S.A. de C.V. (Sasken Mexico)	5.73%	(15.31)	6.49%	(4.91)
Sasken Finland Oy (Sasken Finland)	-15.33%	40.98	14.93%	(11.29)
Sasken Inc. (Sasken USA)	3.12%	(8.34)	-4.71%	3.56
Sasken Foundation	-	-	-	-
Sasken Employees Welfare Trust	-	-	-	-
<b>Total</b>	<b>155.15%</b>	<b>(414.68)</b>	<b>100.00%</b>	<b>(75.61)</b>
Adjustments arising out of consolidation	-55.15%	147.40	0.00%	-
<b>Total</b>	<b>100.00%</b>	<b>(267.28)</b>	<b>100.00%</b>	<b>(75.61)</b>

### Share in total comprehensive income (TCI):

Particulars	Year ended March 31, 2023		Year ended March 31, 2022	
	As % of consolidated TCI	Amount	As % of consolidated TCI	Amount
<b>Parent</b>				
Sasken Technologies Limited	96.93%	9,382.80	100.14%	12,767.13
<b>Foreign subsidiaries &amp; Controlled Trust</b>				
Sasken Communication Technologies Mexico, S.A. de C.V. (Sasken Mexico)	-0.15%	(14.97)	-0.04%	(5.19)
Sasken Communication Technologies (Shanghai) Co. Ltd. (Sasken China)	-	-	-1.04%	(133.19)
Sasken Finland Oy (Sasken Finland)	34.95%	3,382.76	6.90%	879.32
Sasken Inc. (Sasken USA)	1.92%	186.20	1.44%	184.04
Sasken Foundation	-	-	-	-
Sasken Employees Welfare Trust	-0.00	(0.22)	-0.00	-3.98
<b>Total</b>	<b>133.65%</b>	<b>12,936.57</b>	<b>107.38%</b>	<b>13,688.13</b>
Adjustments arising out of consolidation	-33.65%	(3,256.64)	-7.38%	(939.13)
<b>Total</b>	<b>100.00%</b>	<b>9,679.93</b>	<b>100.00%</b>	<b>12,749.00</b>

## 34. Contingent liabilities

Particulars	As at March 31, 2023	As at March 31, 2022
Bank guarantees	103.20	89.88
Income taxes* (matters pertaining to disputes on tax holiday benefits, transfer pricing, disallowance of certain expenses claimed by the Group)	18,312.23	17,444.29
Indirect taxes* (includes matters pertaining to disputes on VAT/sales tax and service tax)	9,808.88	9,808.88

The Group has been sanctioned a non-fund-based credit facility of ₹ 2,400 lakhs by Union Bank of India and ₹ 500 lakhs by Citibank NA. Of the credit facilities, the Group has utilized ₹ 13.82 lakhs with Union Bank of India on reporting date for the purpose of issuance of Bank Guarantees. The Group has not utilised any working capital limits and is not required to submit periodic statement of stock and book debts.

\*The Group is contesting the demands and based on expert advice, the management believes that its position will likely be upheld in the various appellate authorities/courts. The Group is subject to legal proceedings and claims, which have arisen in the ordinary course of business. The Group management does not reasonably expect that these legal actions, when ultimately concluded and determined, will have a material and adverse effect on the Group results of operations or financial condition.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### 35. Dues to micro, medium and small enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated August 26, 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum in accordance with the 'Micro, Small and Medium Enterprises Development Act, 2006 ('the MSMED Act'). Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2023 has been made in the consolidated financial statements based on information received and available with the Group. Further in view of the Management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act is not expected to be material. The Group has not received any claim for interest from any supplier as at the Balance Sheet date.

Particulars	As at March 31, 2023	As at March 31, 2022
The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year:		
(i) The principal amount due to suppliers registered under the MSMED Act and remaining unpaid	45.01	102.73
(ii) Interest due to suppliers registered under the MSMED Act and remaining unpaid	-	-
(iii) Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(iv) Interest paid, other than under Section 16 of the MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(v) Interest paid, under Section 16 of the MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed date during the year	-	-
(vi) Interest due and payable on March 31, 2023 towards suppliers registered under the MSMED Act, for the payments already made	-	-
(vii) Further interest remaining due and payable for earlier years	-	-

### 36. Financial Ratios

Sl. No.	Ratio	Methodology	For the year ended	
			March 31, 2023	March 31, 2022
a	Current Ratio	Current Assets/ Current Liabilities	2.25	1.63
b	Debt Equity Ratio*	Debt/ (Equity + Reserves)	-	-
c	Debt Service coverage ratio*	EBDITA/(Interest+Principal)	-	-
d	Return on Equity Ratio %	(PAT/Average Net Worth)(%)	14.49%	21.06%
e	Inventory turn over ratio**	NA	-	-
f	Trade receivable to turn over ratio	Revenue from operations/ Average Trade Receivables	5.82	5.85
g	Trade payable to turn over ratio	Adjusted Expenses/ Average Trade Payables	4.21	2.86
h	Net Capital Turnover ratio	Revenue from Operations/ Average Working Capital	4.74	4.01
i	Net profit ratio%	PAT/Revenue from operation (%)	22.25%	29.56%
j	Return on Capital Employed%	PBIT/Average Capital Employed(%)	18.03%	25.93%
k	Return on Investment %	Interest income, dividend income, net gain on sale of investments and net fair value gain/ Average Investments(%)	4.38%	5.93%

\* Debt free Company and hence these ratios are not applicable.

\*\* Inventory turn over ratio is not applicable, since the Group does not hold any inventories.

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### Notes

EBITDA - Earnings before interest, taxes, depreciation and amortisation.

PAT - Profit after taxes.

Adjusted expenses refers to other expenses net of non-cash expenses and donations.

PBIT - Profit before interest and taxes including other income.

Investments includes non-current investment, current investment and other bank balances.

### Explanation for variance exceeding 25%

Current ratio is increased due to increase in current investments (refer a above)

Trade payable to turn over ratio increased due to increase in expenses compared to previous year (refer g above)

Return on equity (refer d above) and Return on capital employed (refer j above) decreased due to decrease in revenue.

Return on investment decreased due to unfavourable capital market movements (refer k above).

### 37. Leases

The Group has certain lease arrangements for premises. These lease arrangements range for a period between 12 months and 36 months, which include both cancellable and non cancellable leases. The leases are renewable for further period on mutually agreeable terms and also include escalation clauses.

#### Operating leases where the Group is a lessee:

##### (i) Details of right-of-use assets are as follows:

Particulars	March 31, 2023	March 31, 2022
	Category of ROU asset	Category of ROU asset
	Premises	Premises
<b>Opening balance</b>	<b>24.93</b>	-
Additions (refer note 4)	366.78	67.98
Amortization (refer Note 4)	65.68	43.05
<b>Closing balance</b>	<b>326.03</b>	<b>24.93</b>

##### (ii) Lease liabilities

Particulars		
<b>Opening balance</b>	<b>25.64</b>	-
Additions (refer note 4)	366.78	67.98
Lease payments	(59.68)	(42.34)
<b>Closing balance</b>	<b>332.74</b>	<b>25.64</b>

##### (ii) Break-up of current and non-current lease liabilities

Particulars	March 31, 2023	March 31, 2022
Current lease liabilities	110.49	25.64
Non-current lease liabilities	222.25	-
<b>Total</b>	<b>332.74</b>	<b>25.64</b>

##### (iii) Maturity analysis of lease liabilities

Particulars	March 31, 2023	March 31, 2022
Less than one year	110.49	25.64
One to five years	222.25	-
<b>Total</b>	<b>332.74</b>	<b>25.64</b>

## Notes to the Consolidated Financial Statements (Contd.)

(Amount ₹ in lakhs, except share and per share data, unless otherwise stated)

### (iv) Amounts recognised in Statement of Profit and Loss account

Particulars	March 31, 2023	March 31, 2022
Interest on lease liabilities	13.37	3.26
Rent expenses on short term leases	389.21	401.88
Depreciation	65.68	43.05

### (v) Amounts recognised in Statement of Cash Flows

Particulars	March 31, 2023	March 31, 2022
Total cash outflow for leases	73.05	45.60

### 38. The Group:

- (a) does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (b) does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956,
- (c) have complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017.
- (d) does not have any undisclosed income which is not recorded in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961
- (e) have not traded or invested in crypto currency or virtual currency during the financial year.

As per our report of even date attached.

**for M S K A & Associates**

Chartered Accountants

Firm's Registration Number: 105047W

**Manish P Bathija**

Partner

Membership No.216706

**Bengaluru**

May 2, 2023

for and on behalf of the Board of Directors of  
**Sasken Technologies Limited**

**Rajiv C. Mody**

Chairman and Managing Director

DIN: 00092037

**Priyaranjan**

Chief Financial Officer

**Bengaluru**

May 2, 2023

**Abhijit Kbra**

Chief Executive Officer

**Paawan Bhargava**

Company Secretary

## Statement pursuant to Section 129(3) of the Companies Act, 2013, relating to Subsidiary Companies, Associate Companies and Joint Ventures

### Part "A" : Subsidiaries

Amount in ₹ lakhs

Name of the Subsidiary	Sasken Finland Oy	Sasken Inc.	Sasken Communication Technologies Mexico S.A De C.V	Sasken Foundation	Sasken Employees Welfare Trust
Financial year / period of the Subsidiary ended on	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023	March 31, 2023
1 Reporting currency	EUR	USD	MXN	INR	INR
2 Exchange rate as at March 31, 2023 to INR	89.38	82.20	4.55	1.00	1.00
3 Share Capital	12.09	395.54	176.75	-	-
4 Reserves & Surplus	1,673.10	(157.46)	(269.82)	-	140.21
5 Total Assets	3,691.96	378.37	3.25	4.35	144.69
6 Total Liabilities	2,006.77	140.29	96.32	4.35	4.48
7 Investments (except investment in Subsidiary)	-	-	-	-	1.99
8 Turnover	9,060.74	623.91	-	-	-
9 Profit before Taxation	4,173.33	196.13	0.33	-	35.64
10 Provision for Taxation	831.55	1.59	-	-	4.48
11 Profit after Taxation	3,341.78	194.54	0.33	-	31.16
12 Proposed dividend	-	-	-	-	-
13 Shareholding %	100%	100%	100%	-	-

### Part "B" : Associates and Joint Ventures

Name of the Joint Venture	Nil
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**Rajiv C. Mody**  
Chairman and Managing Director  
DIN: 00092037

**Abhijit Kabra**  
Chief Executive Officer

Place : Bengaluru  
Date : May 2, 2023

**Priyaranjan**  
Chief Financial Officer

**Paawan Bhargava**  
Company Secretary

## Management Discussion and Analysis Report

In addition to historical information, this annual report contains certain forward-looking statements (FLS). The FLS contained herein is subject to certain risks and uncertainties that could cause actual results to differ materially from those reflected in the FLS. Factors that might cause such a difference include, but are not limited to, those discussed in the Management Discussion and Analysis of financial performance and elsewhere in this report. Readers are cautioned not to place undue reliance on these FLS, which reflect management's analysis only as of the date hereof.

### Company Brief

In the post-pandemic era, we see the role of technology as being critical to redefine how we conduct our social and commercial activities. Technology has been the lifeline that helped us navigate the most unprecedented pandemic in recent times. While there are continued concerns about different strains of viruses, there seems to be reason to be optimistic about our ability to rise to the occasion and tide over such potential threats. There are however other concerns that seem to firmly establish the role of technology in shaping the world as it reels from geo-political and economic headwinds.

As a company with a tech-first approach, we continue to play a humble yet crucial role in helping people navigate the turbulence and go about their business without much disruption. As before at the heart of defining the as-a-service economy are the quad vectors of computing, connectivity, cloud, and communications. Our solution-centric approach centers on making prudent investments to help our customers profit from the evolution of technology to help them stay relevant in a fiercely competitive market. Our size, which is large enough to scale but small enough to care, is seen as a highly attractive prospect for many discerning customers, who consider Sasken as their preferred partner when it comes to building next-generation products, platforms, and services. Our sectoral focus remains as in the years before and spans semiconductor platforms, automotive electronics, communication networks & devices, satellite communications, industrials, and transportation segments.

### Outlook

While we await WHO to officially announce the end of the pandemic, it is reasonable to presume the new normal or 'No Normal' to be the way of life going forward. Technology, human resilience, and collective political will have resulted in ensuring the worst is behind us. However, the fallout of unbridled investment in tech-based solutions, coupled with disruptions in supply chains, the push to de-risk single sources of critical resources, uncertainty in demand due to geo-political tensions, and energy security have led to a possible slowdown. This is evident in the hi-tech sector and largely impacts new-age startups. Many of these who were dubbed as technology wizards are now facing the heat of market uncertainty as demand slows down and the adoption of new-age services have failed to keep up with the expected uptake rates. Further, the failure of certain banking institutions will bring a liquidity risk especially when it comes to startups and companies focusing on futuristic technologies. While there is room for concern, it is reasonable to expect that the current adverse cycle which is not new to the tech markets will tide over in the next 12-18 months.

National Association of Software and Service Companies (NASSCOM) signals the environment in which we are functioning as the 'No Normal Future'. However, NASSCOM believes that what they had described as the 'tech decade' will continue to play out as organizations across all segments have reiterated their commitment to continue investments in technology which is a core enabler, and accelerates their digital journey. The implications of this are that Indian IT-enabled Service providers, particularly those focusing on product engineering and digital transformation will continue to see a demand for their products and services. NASSCOM estimates that the global addressable market opportunity for companies will see a 2% growth compared to the previous year despite the adverse market conditions. Despite the growing uncertainty in the business environment, the hi-tech industry is expected to show a moderate increase in its spending on engineering R&D. Growth is expected to be uniform across all key geographies and dominated by manufacturing, telecommunications, hi-tech industries, and banking, financial services & insurance. Cost and margin pressures would further accentuate the drive to look for a distributed development model and ensure that the development momentum is sustained.

### Business environment

The COVID-19 pandemic set the stage for human resilience in the face of unprecedented turbulence. Recovering from this was possible in equal part due to the progress in technology and the human spirit to adapt & thrive. These twin vectors propelled both an extensive investment in the creation of new technologies and the adoption of the same which we discussed at length in our previous annual reports. However, when there was a glimmer of hope that we would see a return to normalcy industry pundits declared this as the age of 'No Normal'. The reason for this is the strong headwinds on account of (a) geopolitical tensions in Europe (b) re-alignment in supply chains to de-risk dependency on single geography and (c) a shift towards clean forms of energy. In addition, the accelerated investment in certain sectors has resulted in the overheating of the equity and debt markets which is evident in the collapse of leading financial institutions.

The impact of these winds of change would only mean (a) a delay in certain investments which are not tied to potential returns in the short to medium term and (b) a stronger focus on cost-effectiveness on every dollar spent in creating new products and services. From a sector standpoint, the impact of the current period of volatility is likely to be contained in certain areas such as fin-tech, ed-tech, and any industry segment targeting discretionary spending. It seems in hindsight that several programs in the above sectors were initiated on the back of exaggerated demand estimates and unsustainable enterprise valuation.



## Management Discussion and Analysis Report (Contd.)

Notwithstanding all this is the fact that there is a collective will to leverage technology to bridge and increase the commitment to embrace sustainable practices, reduce the north-south divide, and adapt fool-proof governance mechanisms. Thus, enterprises will continue to innovate, leverage technology, and invest in programs that have a positive impact on – the environment, social, and governance practices.

### Growth opportunities for Sasken

The catalysts for driving innovation culminating in the adoption of technologies that aim to significantly enhance the quality of human life are driven by what we have described earlier as the four 'Cs' – Cloud, Cognition, Computing & Connectivity. Each of these areas have fanned out in multiple different ways to entrench deeply into the very fabric of every industry vertical one may think of. For the purposes of our discussion, we will limit the developments pertaining to verticals of interest to your Company, but also briefly allude to segments where we could see complementary synergies in the future.

Industry leaders are expected to remain invested in product engineering services, also known as engineering R&D services, across all segments we operate. Complementing these investments will be the digital push that has now become enmeshed into the fabric of any product or service of human interest. Companies have not shown or signaled signs of distress. However, senior industry executives acknowledge that headwinds may reduce the velocity or quantum of investments in programs. Notwithstanding this, they are committed to continuing to invest in technology developments that are both disruptive and game-changing.

The strategic arenas in which most Fortune 500 companies invest include mobility, smart manufacturing operations, analytics, the Industrial Internet of Things, gigabyte connectivity, and cyber-security amongst others. The buzz created by AI & ML has now started impacting both our personal & professional lives, more visibly than before. Therefore, it is logical to believe that the road ahead will be dominated by organizations that can imagine a future and execute that vision with their highly skilled talent pool. Enterprises that stay competitive, especially in areas of autonomous, connected mobility, the shift to electric vehicles, smart manufacturing, industry 4.0, high-speed terrestrial & satellite communication networks, and smart rugged & new form factors of computing devices continue to dominate day-to-day conversations of all stakeholders. Powering all these would be silicon platforms, hardware, software spanning operating systems & applications, digital platforms, and security with a focus on delivering superior customer/consumer experience. As before, the prime mover of overall engineering R&D growth is the race to think digital and be digital.

For more details on the business segments in which your Company operates and the progress we have made in FY 2023, kindly refer to the 'Technology & Markets' section. For information on 'Human Resources' kindly refer to the 'Sasken People' section in the Annual Report.

### Semiconductors

The importance of semiconductors as the fundamental building block of any commercial product or service or one that is in the pipeline for realization has been acknowledged for several decades. For the first time, semiconductors have been classified as a strategic asset due to concerns about supply chain bottlenecks. The narrative across industry analysts highlights the twin-pronged challenges facing the semiconductor industry. On the one hand, some sectors of the industry are plagued by disruptions in the supply chains of semiconductor platforms thereby creating impediments in fulfilling the demand for products that are heavily reliant on semiconductor platforms. At the other end of the spectrum lies the perennial glut due to the oversupply of certain commoditized semiconductor components which leads to price wars and margin pressures for semiconductor manufacturers. In response to the challenges in the macro environment, semiconductor companies are accelerating the creation of alternative supply chains and product differentiation. Correspondingly, to manage margin pressures, semiconductor companies are strongly focused on creating the optimal mix of in-source vs. outsourced development initiatives. Being a highly specialized industry there is an acute talent shortage that grips the industry further leading to continued reliance on distributed development. The technology vectors that continue to drive investments in the semiconductor industry include segments such as the automotive market, largely on account of the push towards EV & hybrid vehicles, autonomy, and connected cars. Other sectors that continue to invest in differentiated semiconductor platforms are enterprises focused on building IIoT and smart manufacturing solutions. Semiconductors are also fueling the growth of both high-speed terrestrial and satellite networks, helping equipment manufacturers push the envelope on making gigabyte connectivity available across the planet. In conclusion, all segments that your Company operates in and others such as healthcare, energy, and utilities continue to incorporate silicon platforms along with securing operating systems and a suite of applications to deliver next-gen products and services.

Sasken continues to partner with leading players in the semiconductor industry and catalyze their development, testing, and adoption of high-compute multi-core platforms that power newer CPUs & GPUs. On the architecture front ARM, RISC-V architectures, and Intel & Qualcomm's high-performance compute & multi-core architectures among other architectures. In addition, investments continue in response to the need for low-power designs and geometries that help shrink form-factor to unprecedented sizes than before.

### Automotive

The automotive sector retains its pole position in terms of being the leading adopter of technology and continues to redefine mobility. Zooming into the auto sector we see similar if not enhanced levels of commitment to invest in autonomous technologies, connectivity-based solutions, and the use of alternative power trains. In addition, the industry is pushing towards lower emissions,

## Management Discussion and Analysis Report (Contd.)

greater dependence on composite materials, and new technologies to enhance safety and efficiency. These global trends are fueled by the tremendous computing power in automotive SoC platforms and smart infrastructure both metropolitan & inter-city that have helped accelerate the adoption of the smart mobility.

Technology advancements in the auto sector are gaining a fillip due to the twin-pronged impact of regulation and customer demands for a greener, safer commute. Diving deeper into these key vectors shows that both tier-1s, OEMs & third-party providers such as your Company continue to invest in technologies related to sensor fusion (radar, lidar & camera), autonomous driving, and navigation. In the realm of connectivity, investments are focused on in-vehicle infotainment, digital clusters, and cellular vehicle-to-infrastructure connectivity. On the alternative power trains the focus of new development centers on next-gen batteries, rapid charging, and hybrid transmission technologies. The integration of development in computing, communication, cloud & connectivity is powering smart mobility that allows individual, mass, and fleet-based operators to profit from data-driven decision-making. Your Company is engaged in several of these cutting-edge technologies with both tier-1 and global auto OEMs. The thrust of our sectoral focus, as in the previous years, centers on four pillars (a) autonomous driving (b) infotainment and clusters (c) connected vehicle solutions, and (d) testing solutions that use digital technologies such as AI & ML to build gold standard code.

### Industrials

The fact that Industry 4.0 is a reality is evident by the wide-scale adoption of technologies that leverage data, connectivity, cloud, and computing to realize smarter products, highly integrated smart manufacturing, and optimal production systems, especially in process-intensive industries. The key challenges faced in the adoption of digitally-led innovation and Industry 4.0 has been one of scale. While most players in the industry have invested in creating platforms that leverage and realize value from the insights emanating from real-time analytics, machine learning, augmented, and Virtual & mixed realities, there is still a fair bit of distance to be traveled. The entire manufacturing value chain has benefitted from greater productivity, lower defects, and shorter manufacturing cycles. In addition, industry 4.0 can deliver on the global expectation for the manufacturing sector to adopt greener and leaner methodologies. Technologies that power the march of Industry 4.0 include blockchain, the industrial internet of things (IIoT), robotic process automation, AI, and ML, which lend to the adoption of analytics and data-driven decision-making based on insights from data both at the edge, cloud and in both real-time and non-realtime.

Sasken works on enabling its customers to build custom software & hardware-based solutions to address complex problems in the realm of smart infrastructure, smart manufacturing, and smart products by leveraging our expertise in embedded and digital technologies. Thus, your Company can help both suppliers to the industry and industry players to stay competitive as well as pass the benefits of improved efficiencies and effectiveness of the manufacturing process to consumers.

### Communication networks & Devices

The evolution of communication, networks, and devices has been the prime mover in changing the way we conduct commerce, collaborate with each other, and experience highly connected lifestyles. It is not wrong to say that both satellite & terrestrial networks in conjunction with smart devices have been the lifeboat that helped all global citizens navigate the pandemic. The future of satellite communication (Satcom), an area of leadership for your Company as acknowledged by our customers, is driven by advancements in technology and increasing demand for high-speed connectivity. Customers are expecting reliable high-speed communications at any point on the globe. With the growing demand for data coming from mobility applications, Internet of Things, autonomous driving, and unmanned aerial vehicles there will be a need for a Network of Networks with Satellites being an integral part of this service delivery. Geostationary, medium earth orbit, and low earth orbit satellites will play a significant role and seamlessly integrate with terrestrial networks.

In the realm of terrestrial networks, 5G has expanded its footprint from being available in select geographies to most neighbourhoods. Operators across the globe are pushing the envelope on deploying 5G networks and working with complementary technologies to build industry vertical-specific solutions. This process is expected to play out over the coming years even as investments in 6G are already being made. 5G has twin-pronged implications in both standalone implementations and heterogeneous multi-generational networks. With the availability of extensive fiber backbone, many cities/regions/nations are expediting 5G deployment. Depending on one's perspective, technologies such as Wi-Fi 6 the emerging standard can both complement or compete with 5G networks. The pace of development of smart devices has always been frenetic and captured the imagination of both professional users and consumers. The smart device industry continues to be shaped by multicore processing, stable operating systems, newer applications, and finally the humongous appetite for consuming data. Peripheral technologies such as display, short-range connectivity, image processing, and other sub-systems keep pace to make the smart device more multifunctional than before. Cyber security is one of the most invested areas to ensure appropriate safeguards are available to both personal and enterprise data.

### Digital

The imprints left by digitization and digitalization in the sand of human evolution will be among the top ten forces that change the world as we know it. When examined with a macro perspective and a larger canvas, we see that digital technologies are shaped by multiple vectors including a focus on (a) as a service economy (b) reliance on data both in real-time and non-realtime (c) the need for trust in the wake of cybercrime and (d) the human quest for continuous improvement. The four Cs as described earlier – computing, connectivity, cloud and cognition, high-speed networks – 5G and satellite communications are an integral part of the digital ensemble.

## Management Discussion and Analysis Report (Contd.)

Orchestrating the digital revolution are advancements in artificial intelligence, machine learning, blockchain, augmented and mixed reality, and quantum computing amongst other technologies. At Sasken we combine our strengths in the physical and digital worlds, expertise in hardware & software, computing platforms & connectivity, and cloud to offer compelling chip-to-cognition solutions to several industry verticals. Our focus in the digital frontier is on being a valuable partner to players in the automotive, smart-manufacturing, transportation, infrastructure, and smart & rugged devices ecosystems.

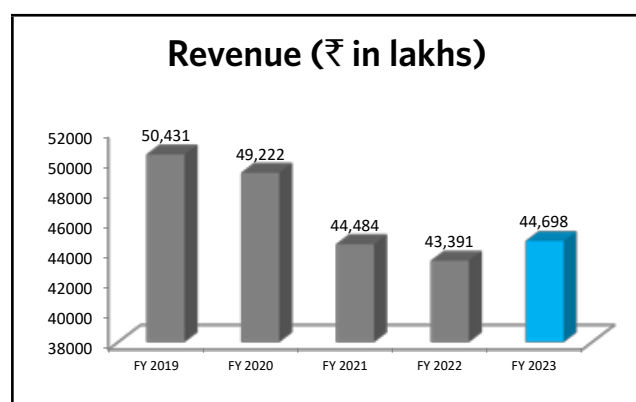
Sasken's spectrum of offerings includes digital application engineering, digital insights, automation, and digital operations.

### Financial Performance

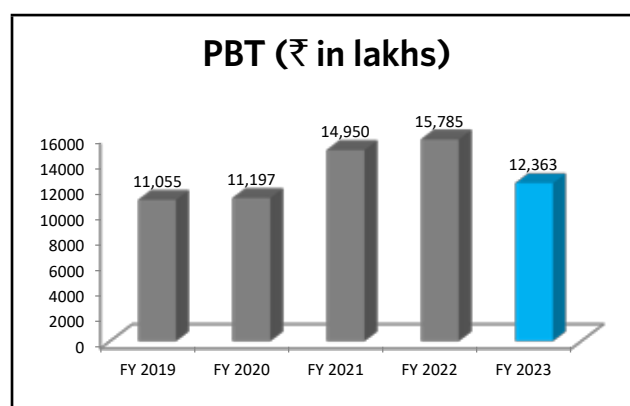
This part of the Management Discussion and Analysis refers to the consolidated financial statements of Sasken Technologies Limited ("the Company" or "the Parent Company") and its subsidiaries referred to as "the Group". The discussion should be read in conjunction with the financial statements and related notes to the consolidated accounts of the Group for the year ended March 31, 2023, prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS"), prescribed under Section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standard) Rules, 2015 as amended from time to time.

### Performance Trends

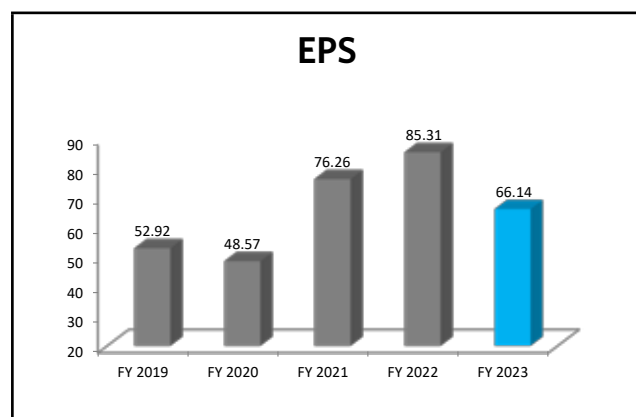
Revenue has increased from ₹ 43,391 lakhs in FY 2022 to ₹ 44,698 lakhs in FY 2023 with a growth rate of 3.01%.



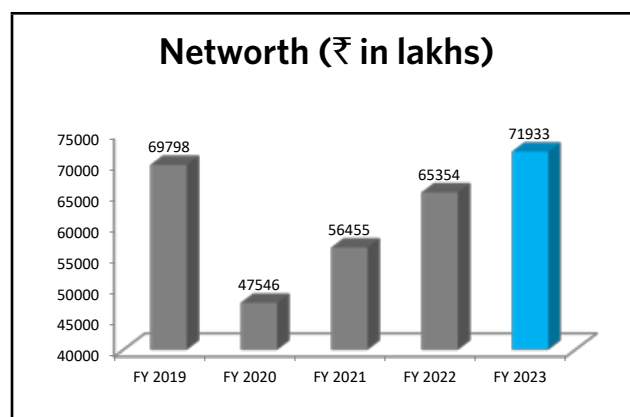
Profit before Tax (PBT) has decreased from ₹ 15,785 lakhs in FY 2022 to ₹ 12,363 lakhs in FY 2023 with a de-growth rate of 21.68%.



Earnings per Share (EPS) has decreased from ₹ 85.31 per share in FY 2022 to ₹ 66.14 per share in FY 2023 with a de-growth rate of 22.47%.



Net worth has increased from ₹ 65,354 lakhs in FY 2022 to ₹ 71,933 lakhs in FY 2023 with a growth rate of 10.07%.



## Management Discussion and Analysis Report (Contd.)

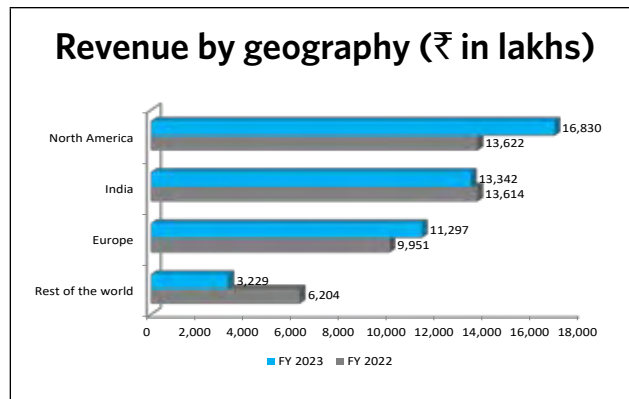
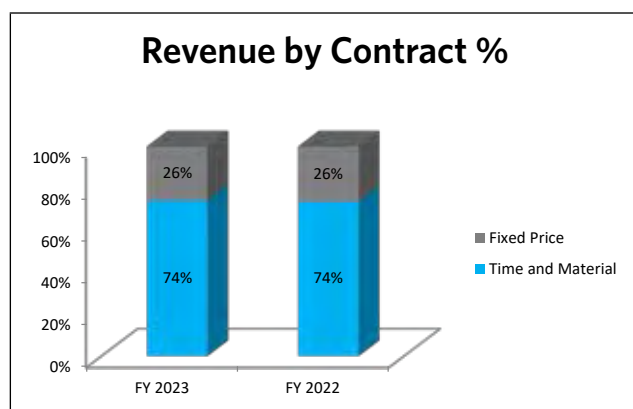
Consolidated financial results for the year ended March 31, 2023 are as follows:

Particulars	Year ended March 31, 2023		Year ended March 31, 2022		Increase/ (Decrease) YOY
	(In ₹ lakhs)	(%)	(In ₹ lakhs)	(%)	
Revenue from operations	44,698	100.00	43,391	100.00	3.01
Employee benefits expense	28,648	64.09	25,981	59.88	10.27
Other expenses	5,971	13.36	4,502	10.38	32.63
Total expenditure	34,619	77.45	30,483	70.26	13.57
Profit before Interest, Taxes, Depreciation and Amortization	10,079	22.55	12,908	29.74	(21.92)
Interest & Borrowing expenses	13	0.03	5	0.01	160.00
Depreciation and amortization	676	1.51	651	1.50	3.84
Other Income	2,973	6.65	3,533	8.14	(15.85)
Profit before taxes	12,363	27.66	15,785	36.37%	(21.68)
Income tax expense (Including deferred tax)	2,416	5.41	2,961	6.82	(18.41)
Net profit for the year	9,947	22.26	12,824	29.55	(22.43)

### Revenue

Revenue for FY 2023 is ₹ 44,698 lakhs compared to ₹ 43,391 lakhs in FY 2022, nominal growth of 3.01% amounting to ₹ 1,307 lakhs mainly account of onsite revenues improved in the period under review. Further during the year, the exchange rates movements have been favorable resulting higher revenue realization in rupee terms. The Company derives revenue from one segment only i.e., 'Software Services'. The Chief Executive Officer of the Company has been identified as the Chief Operating Decision Maker (CODM), as defined by Ind AS 108, 'Operating Segment'. The CODM evaluates the performance of the Company based on revenue and operating income from 'Software Services'. Accordingly, segment information has not been separately disclosed.

The revenue by project type and revenue by geography are as follows:



## Management Discussion and Analysis Report (Contd.)

The offshore - onsite mix of revenues during FY 2023 is as follows (in % terms):

Particulars	FY 2023	FY 2022
Onsite	27	19
Off-shore	73	81
<b>Total</b>	<b>100</b>	<b>100</b>

### Employee benefit expenses

"Employee benefit expense" includes salaries, which have fixed and variable components, and contributions to retirement and pension schemes. It also includes expenses incurred on staff welfare, recruitment and relocation expenses. The employee cost depends on the mix of onsite and offshore revenue, the type of engagement, average headcount during the year and the average compensation.

The total employee costs for FY 2023 were ₹ 28,648 lakhs compared to ₹ 25,981 lakhs in FY 2022. Increase of ₹ 2,667 lakhs represent 10.27% compared to FY 2022.

Employment costs increased during the year due to salary increment in line with the industry to retain talent. During the year, your Company has made investments towards building engineering capacity through fresher intake program leading to higher employment expenses as compared to previous year. The average head count increased from 1,319 in FY 2022 to 1,550 in FY 2023.

### Other Expenses

₹ in lakhs

Particulars	FY 2023	FY 2022
Facility cost	1,140	1,069
Outsourcing & consulting cost	2,039	2,080
Communication & IT cost	392	302
Travel cost	571	145
Insurance	121	76
Training cost	160	97
Other cost	460	297
Project purchase and logistics	693	19
Corporate Social Responsibility	249	260
Rates and taxes	147	157
<b>Total</b>	<b>5,971</b>	<b>4,502</b>

Other expenses for the FY 2023 were ₹ 5,971 lakhs compared to ₹ 4,502 lakhs for FY 2022 with an increase of ₹ 1,469 lakhs represent 32.63% increase compared to FY 2022.

Facility cost during FY 2023 has marginally increase as compared to previous year as employees have moved into a hybrid work arrangement after a two-year work from home.

Outsourcing & consulting costs is a function of availability of required skillset to be deployed in the projects, and mostly in overseas locations. In the absence of real-time availability of the required skillset, we resort to placing outsourced resources in the project. This helps us to deliver seamlessly to the customers and to manage the costs. There is no major change in the cost compared to the previous year.

Communication & IT costs increased in FY 2023, headcount-based subscription charges have increased due to higher headcount during the year. Further the Company has incurred additional costs on account of enterprise software refresh.

Travel costs were higher in FY 2023 compared to the earlier year, as business critical travel was undertaken, due to the easing of travel restrictions.

Insurance expenses were higher in FY 2023 compared to the earlier year. Management regularly reviews the insurance requirements for managing risks and accordingly availed the related covers to manage the risks better.

Training costs have seen a sharp increase in FY 2023 as compared to the previous year as your Company has invested in building capacity through freshers' program. We have also stepped up the training activities on cross skilling the workforce, which were on hold in the earlier year due to the pandemic.

Other cost consists of membership & subscription charges, Directors commission & sitting fees and selling expenses. Higher membership and subscription charges in FY 2023 due to head-count increase and higher selling expenses due to marketing costs incurred in FY 2023.

## Management Discussion and Analysis Report (Contd.)

Project purchase and logistics costs are driven by the nature of the project delivered to the customer. Projects delivered during the year had higher components of materials and shipping. Consequently, material cost, shipping cost and warranty cost increased during the year.

For FY 2023, Corporate Social Responsibility (CSR) of ₹ 248 lakhs to be spent by the Company as per Companies Act 2013 whereas your Company incurred ₹ 259 lakhs during the year and such excess contribution of ₹ 11 lakhs has been carried to balance sheet to set-off against future years requirement. Further, Sasken Foundation spent ₹ 1 lakh from its internal accruals towards the CSR expenses.

Refer to the Sasken CSR section of this annual report for more details.

### Profit before depreciation and tax (PBDT)

PBDT for FY 2023 was ₹ 10,079 lakhs compared to FY 2022 of ₹ 12,908 lakhs, a decrease of ₹ 2,829 lakhs. The investments made in building engineering capacity and strengthening of front-end sales during FY 2023 resulted in lower profits compared to previous year.

### Depreciation and amortization expenses

Depreciation and amortization expenses have increased to ₹ 676 lakhs for FY 2023 as against ₹ 651 lakhs for FY 2022. The marginal increase in depreciation and amortization is ₹ 25 lakhs represent new premises for Kolkata taken on lease.

### Other Income

Other Income comprises of dividend on mutual funds, fair valuation of mutual funds, interest from fixed deposits, tax free bonds, zero coupon bonds (ZCB) and non-convertible debentures (NCD), gain on sale of investments, profit on sale of fixed assets, preference dividend on investment, write back of unclaimed balances and provisions, exchange gains on foreign currency, Interest on Income Tax Refund and other miscellaneous receipts.

Other income for FY 2023 has decreased to ₹ 2,973 lakhs compared to FY 2022 of ₹ 3,533 lakhs. Your Company has earned an annualized pre - tax yield of 4.63% in FY 2023 as against 6.75% in FY 2022. The returns from investments are as follows:

Particulars	Pre-Tax Yield	Pre-Tax Yield
	FY 2023	FY 2022
Yield (Not Including Equity)	5.83%	5.29%
Yield (Including Equity)	4.63%	6.75%

The overall treasury income has decreased in absolute terms by ₹ 617 Lakhs. The yield on the fixed income portfolio was impacted due to the mark to market (MTM) losses on account of increase in policy rates by the central banks globally. India's RBI also increased its REPO rate by 250 bps from 4.00% as at FY 2022 to 6.50% as at FY 2023 to control the high inflation. During the end of FY 2023, we also saw a softening of the yield curve as the market has started expecting a pause in rate hike from the central banks. The 10-year G-sec has risen from 6.84% as at the end of FY 2022 to 7.35% as at the end of FY 2023 after peaking at around 7.43% in Feb'23.

The equity market both domestically as well as internationally remained volatile due to continued Russia-Ukraine crisis, rising inflation, fear of Fed induced slowdown due to increase of policy rate by 450 bps within a span of 12 months. During the year the long term benchmark (5 Yr G-Sec) yield rose by 112 bps from 6.19% as at FY 2022 to 7.31%. To reduce the impact of adverse MTM on longer term investment we invested in short term instruments like fixed deposit, money market, short term debentures where the yield curve (1 Yr T-Bill) increased sharply by 271 bps as compared to previous year.

### Income Tax Expense

The tax charges vary depending on the nature of the business transaction, mix of onsite - offshore revenues, country of operations and the selection of tax regime. In FY 2022, your Company opted for the new tax regime, as the tax holiday period ended for those units which were availing the income tax benefits. The rate of applicable tax was @ 25.168% in FY 2022 and FY 2023 as against the normal rate of 34.944%.

Particulars	₹ in Lakhs	
	FY 2023	FY 2022
Profit Before Tax	12,363	15,785
Total Tax Expense	2,416	2,961
Effective Tax Rate	19.54%	18.76%

There is an increase in effective tax rate from 18.76% in FY 2022 to 19.54% in FY 2023 due to the change in taxation of dividend received from foreign subsidiaries in current year (Rate on dividend - 17.16% in FY 2022 vs 25.168% in FY 2023).

## Management Discussion and Analysis Report (Contd.)

### Financial Position

Particulars	As at March 31, 2023		As at March 31, 2022	
	(In ₹ lakhs)	(%)	(In ₹ lakhs)	(%)
<b>Assets</b>				
<b>Non-current assets</b>				
Property, plant & equipment	3,577	4.35	3,415	4.43
Right of use assets	326	0.40	25	0.03
Capital work-in-progress	4	-	3	-
Intangible assets	1	-	1	-
<b>Financial Assets</b>				
Investments	51,316	62.34	50,198	65.09
Other financial assets	201	0.24	112	0.15
Deferred tax assets	837	1.02	845	1.10
Other tax assets	4,722	5.74	4,547	5.90
Other non-current assets	1	-	-	-
<b>Total non-current assets (I)</b>	<b>60,986</b>	<b>74.09</b>	<b>59,146</b>	<b>76.70</b>
<b>Current assets</b>				
<b>Financial assets</b>				
Investments	6,903	8.39	3,672	4.76
Trade receivables	7,178	8.72	8,169	10.59
Cash and cash equivalents	2,611	3.17	1,859	2.41
Other bank balances	185	0.22	165	0.21
Unbilled revenue	2,083	2.53	1,854	2.40
Derivative assets	-	-	250	0.32
Other financial assets	440	0.54	382	0.50
Contract assets	692	0.84	671	0.87
Other current assets	1,236	1.50	951	1.24
<b>Total current assets (II)</b>	<b>21,328</b>	<b>25.91</b>	<b>17,973</b>	<b>23.30</b>
<b>Total assets (I+II)</b>	<b>82,314</b>	<b>100.00</b>	<b>77,119</b>	<b>100.00</b>
<b>Equity and liabilities</b>				
<b>Equity</b>				
Share capital	1,505	1.83	1,505	1.95
Other equity	70,428	85.56	63,849	82.79
<b>Total equity (I)</b>	<b>71,933</b>	<b>87.39</b>	<b>65,354</b>	<b>84.74</b>
<b>Non-current liabilities</b>				
<b>Financial liabilities</b>				
Lease liabilities	222	0.27	-	-
Provisions	704	0.85	769	1.00
<b>Total non-current liabilities (II)</b>	<b>926</b>	<b>1.12</b>	<b>769</b>	<b>1.00</b>
<b>Current liabilities</b>				
<b>Financial liabilities</b>				
Lease liabilities	111	0.14	26	0.03
Trade payables	1,129	1.37	1,567	2.03
Other financial liabilities	1,950	2.37	3,437	4.46
Derivative liabilities	215	0.26	-	-
Deferred revenue	178	0.22	178	0.23
Other current liabilities	2,386	2.90	1,944	2.52
Provisions	1,499	1.82	1,482	1.93
Other tax liabilities	1,987	2.41	2,362	3.06
<b>Total current liabilities (III)</b>	<b>9,455</b>	<b>11.49</b>	<b>10,966</b>	<b>14.26</b>
<b>Total equity and liabilities (I+II+III)</b>	<b>82,314</b>	<b>100.00</b>	<b>77,119</b>	<b>100.00</b>



## Management Discussion and Analysis Report (Contd.)

### Property, plant and equipment, Capital work-in-progress and intangible assets

Net Book Value of Property, plant and equipment as at March 31, 2023 was ₹ 3,577 lakhs (compared with ₹ 3,415 lakhs as at March 31, 2022). Incremental cash outflows toward capital expenditure in computers in FY 2023 with corresponding increase in depreciation resulting in increase in net block of Property, plant and equipment.

Capital work-in-progress as at March 31, 2023 is ₹ 4 lakhs (compared with ₹ 3 lakhs as at March 31, 2022).

Right-of-use assets as at March 31, 2023 is ₹ 326 lakhs (compared with ₹ 25 lakhs as at March 31, 2022). Increase is due to the addition of new Kolkata premises on lease.

Intangible assets as at March 31, 2023 is ₹ 1 lakh (compared with ₹ 1 lakh as at March 31, 2022).

### Treasury investments

The guiding principles of the Group's treasury investments are safety, liquidity and return. The Group manages its surplus funds using these guiding principles and through careful treasury operations. The Group deploys its surplus funds in a basket of instruments including fixed deposits with banks, tax free bonds, preference securities, investments in mutual funds, corporate bonds, debentures and alternative investment funds.

The details of the same are as follows:

₹ in lakhs

Treasury investments	As at March 31, 2023	As at March 31, 2022
<b>Non-current investments</b>		
Preference securities	1,500	1,500
Tax free bonds	3,330	5,386
Fixed maturity plans	1,585	1,534
Arbitrage funds	9,912	12,458
Debt ETFs	8,991	9,857
Corporate bond funds	12,216	7,951
Non-convertible debentures	701	702
Market linked Debentures	-	399
Perpetual bonds	760	790
Equity linked funds	10,393	9,351
Zero coupon bonds (ZCBs)	1,334	-
Alternative investment fund	594	270
<b>Total-non current investments</b>	<b>51,316</b>	<b>50,198</b>
<b>Current investments</b>		
Liquid mutual funds	2,025	620
Debt ETFs	1,229	-
Market linked debentures	600	-
Corporate fixed deposits	2,000	-
Zero coupon bonds	545	-
Index Funds	504	-
Fixed maturity plans	-	3,051
<b>Total-current investments</b>	<b>6,903</b>	<b>3,671</b>
<b>Total investments</b>	<b>58,219</b>	<b>53,869</b>
<b>% to Total assets</b>	<b>70.73%</b>	<b>69.85%</b>

The investments, representing 70.73% of the total assets, were ₹ 58,219 lakhs, as at March 31, 2023 as against ₹ 53,869 lakhs as at March 31, 2022. There is an increase of ₹ 4,350 lakhs as against March 31, 2022 due to operating cash flows generated during the year. Such surplus was invested in Corporate Bond Funds, Non-Convertible Debentures, Corporate fixed deposits.

## Management Discussion and Analysis Report (Contd.)

Given the volatile market conditions, we have not increased our allocation to equity-oriented mutual funds. Further, to better manage the portfolio risks, we have churned our portfolio in favour of actively managed large capital funds. As a result, our equity oriented mutual funds now form 17.85% of the overall corpus as at the end of FY 2023 as against 17.36% as at the end of FY 2022. Returns from the short-term categories were higher due to multiple rate hikes being undertaken during the current year, taking advantage of the same we increase exposure to these categories from ₹ 1,750 lakhs to ₹ 7,317 lakhs. As rates peaked out during the last quarter, we increased our exposure to Corporate Bond funds from ₹ 17,808 lakhs as at FY 2022 to ₹ 22,940 lakhs as at FY 2023.

During FY 2023, your Company invested ₹ 300 lakhs in Ideaspring Capital Future Now II Fund (Capital commitment: ₹ 1,000 lakhs). Additionally, ₹ 80 lakhs has been invested in MV Core Tech Fund I during the year taking the total investment to ₹ 350 lakhs (Capital commitment: ₹ 1,000 lakhs). Both these funds are Alternative Investment Funds (Category II) and classified as fair value through other comprehensive income.

### Other financial assets

Other financial assets consist of rental security deposits and advances to employees. This represents 0.24% of total assets, and were ₹ 201 lakhs as at March 31, 2023, as against ₹ 112 lakhs as at March 31, 2022. The increase denotes the increase in the deposits for new facilities.

### Deferred tax assets (net)

This consists of net balance of deferred tax assets and liabilities. Deferred tax assets primarily comprise deferred taxes on property, plant and equipment, actuarial valuation for employee benefit expense and mark to market loss on hedges. Deferred tax assets and deferred tax liabilities have been offset wherever the Group has a legally enforceable right to set off current income tax assets against current tax liabilities, and where the deferred tax assets and deferred tax liabilities relate to the taxes levied by the same taxation authority. The deferred tax assets representing 1.02% of the total assets, were ₹ 837 lakhs as at March 31, 2023 as against ₹ 845 lakhs as at March 31, 2022.

### Other tax assets

This consists of balances with Government authorities and advance tax which is 5.74% of total assets were ₹ 4,722 lakhs as at March 31, 2023 as against ₹ 4,547 lakhs as at March 31, 2022, an increase of ₹ 175 lakhs.

### Financial assets

#### Trade receivables, Unbilled revenue and contract assets

Trade receivables, unbilled revenue and contract assets of ₹ 9,953 lakhs as at March 31, 2023 represents 12.09% of the total assets. This balance was ₹ 10,694 lakhs as at March 31, 2022. Improvement in Daily Sales Outstanding (DSO) from 90 days during FY 2022 to 81 days during FY 2023 resulted in lower receivables as at FY2023 as compared to previous year. We periodically review the quality of receivables and make allowance for doubtful debts wherever necessary.

The break-up of the balance of Trade Receivables, unbilled revenue and contract assets is as follows:

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Trade receivables	7,178	8,169
Unbilled revenue	2,083	1,854
Contract assets	692	671
<b>Total</b>	<b>9,953</b>	<b>10,694</b>

#### Cash & Cash equivalents and Other Bank balances

Cash & Cash equivalents and Other Bank balances, representing 3.39% of the total assets, were ₹ 2,796 lakhs as at March 31, 2023 as against ₹ 2,024 lakhs as at March 31, 2022.

Your Company invest funds in various instruments in accordance with the Board's Policy after maintaining sufficient balance in current accounts for operations. Cash balances are also impacted by our ability to repatriate surplus balances from certain overseas jurisdictions.

## Management Discussion and Analysis Report (Contd.)

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
Cash in Hand	-	1
Remittance in transit	140	-
With Indian Banks		
in Current Accounts	2,346	1,734
Others	125	124
Bank deposits with original maturity more than 3 months, but less than 12 months	83	53
Bank balances held as margin money / security against guarantees	102	112
<b>Total</b>	<b>2,796</b>	<b>2,024</b>

The break-up of the available funds in the parent and in the overseas subsidiaries is as follows:

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
India		
▪ In banking (including fixed deposits)	996	1,238
▪ Remittance in transit	140	-
Total in India (I)	<b>1,136</b>	<b>1,238</b>
Overseas branches and subsidiaries		
▪ in overseas branches	91	64
▪ in subsidiaries	1,569	722
Total in overseas branches and subsidiaries (II)	<b>1,660</b>	<b>786</b>
<b>Total Cash and Bank Balance (I+II)</b>	<b>2,796</b>	<b>2,024</b>

### Other financial assets

Other financial assets consist of security deposits, advance to employees, interest accrued on fixed deposits and interest on income tax refund. This represents 0.54% of the total assets, were ₹ 440 lakhs as at March 31, 2023, as against ₹ 382 lakhs as at March 31, 2022. The increase is due to the increase in accrued interest on investments.

### Other current assets

This represents balances with Government authorities, prepaid expenses, advance to suppliers. This represents 1.50% of total assets, were ₹ 1,236 lakhs as at March 31, 2023 as against ₹ 951 lakhs as at March 31, 2022. The increase is on account of the increase in prepaid expenses ₹ 117 lakhs and advance to suppliers by ₹ 104 lakhs.

### Equity and Liabilities

#### Equity

##### Share Capital

The authorized share capital is ₹ 5,500 lakhs comprising 550 lakh equity shares of face value of ₹ 10 each. The number of shares outstanding as on March 31, 2023 was 1,50,50,871 and these are fully paid-up. The issued, subscribed and paid-up capital as on March 31, 2023 stood at ₹ 1,505 lakhs.

##### Other equity

Other equity as at March 31, 2023 was ₹ 70,428 lakhs, as against ₹ 63,849 lakhs as at March 31, 2022 - an increase of ₹ 6,579 lakhs over the last year, which is mainly due to current year profit of ₹ 9,947 lakhs offset by dividend paid during the year ₹ 3,761 lakhs and share based payment reserve movement of ₹ 533 lakhs on account of Restricted Stock Units (RSU) granted to eligible employees for the purpose of retaining talent in accordance with plan approved by Nomination and Remuneration Committee. Composition of the other equity as follows:

## Management Discussion and Analysis Report (Contd.)

₹ in lakhs

Particulars	As at March 31, 2023	As at March 31, 2022
<b>Reserves and surplus</b>		
Capital reserve	132	132
Capital redemption reserve	1,521	1,521
Share based payment reserve	656	123
Treasury shares	-	(96)
Retained earnings	70,062	63,864
<b>Total Reserves and surplus(I)</b>	<b>72,371</b>	<b>65,544</b>
<b>Items of Other Comprehensive Income</b>		
Cash flow hedging reserve	(156)	187
Foreign currency translation reserve	415	251
Fair value through OCI on debt securities & other instrument in equity	(2,202)	(2,133)
<b>Total OCI(II)</b>	<b>(1,943)</b>	<b>(1,695)</b>
<b>Total Other equity(I+II)</b>	<b>70,428</b>	<b>63,849</b>

### Non-current liabilities

#### Provisions

Non-current provisions include provision for long-term employee benefit obligations. This represents 0.85% of the total liabilities, were at ₹ 704 lakhs as at March 31, 2023, against ₹ 769 lakhs as at March 31, 2022. Decrease of ₹ 65 lakhs mainly due to funding for gratuity liability of FY 2022 during the year.

#### Lease Liabilities

As at March 31, 2023, lease liabilities (non-current & current) representing 0.41% of the total liabilities, were at ₹ 333 lakhs, as against ₹ 26 lakhs as at March 31, 2022. The increase is due to the addition of new Kolkata premises on lease.

### Current liabilities

#### Financial liabilities

##### Trade payables

As at March 31, 2023, trade payables representing 1.37% of the total liabilities, were at ₹ 1,129 lakhs, as against ₹ 1,567 lakhs as at March 31, 2022 – a decrease of ₹ 438 lakhs.

#### Derivative assets and liabilities

The Company is exposed to foreign currency fluctuations on assets / liabilities and forecast cash flows denominated in foreign currency. The use of derivatives to hedge the risk is governed by the Company's strategy, which provides principles on the use of such forward contracts consistent with the Company's Risk Management Policy. The counterparty in these derivative instruments is a bank and the Company considers the risks of non-performance by the counterparty as insignificant. The Company has entered a series of foreign exchange forward contracts that are designated as cash flow hedges. The Company does not use these derivative instruments for speculative purposes. These derivatives are restated based on mark to market valuations as at every period end. If the contracted rates are higher or lower than the rates at the end of the period, it then results in unrealized profits or loss.

The average blended hedge rate at which the hedges were held as on March 31, 2023 was ₹ 82.46 per USD for an open position of US \$ 26 million as against ₹ 77.83 per USD for an open position of US \$ 27.37 million as on March 31, 2022. With rapid depreciation of INR against the USD, the mark to market loss has been accounted in the books and has given rise to the derivative liability.

The net derivative liability as at March 31, 2023, was ₹ 215 lakhs as against net derivative asset ₹ 250 lakhs as at March 31, 2022. Variance between hedge rate and the mark to market (MTM) was decreased from ₹ 0.91/\$ to ₹ (0.83)/\$ (hedge rate is lower than MTM rate).

#### Other financial liabilities

Other financial liabilities of the current year includes employee-related payments and unclaimed dividend. This constitutes 2.37% of the total liabilities, as at March 31, 2023 were at ₹ 1,950 lakhs, as against ₹ 3,437 lakhs as at March 31, 2022. The lower other financial liabilities is due to pay-out of employee benefits as at March 31, 2022 during the year and decrease in provision for employee benefits as at March 31, 2023.

## Management Discussion and Analysis Report (Contd.)

### Deferred revenue

Deferred revenue consists primarily of advance billings on customers based on contract for which work is yet to be completed. The balance is ₹ 178 lakhs as at March 31, 2023 and constitutes 0.22% of the total liabilities.

### Other current liabilities

Other current liabilities constituting 2.9% of the total liabilities, as at March 31, 2023, were at ₹ 2,386 lakhs, as against ₹ 1,944 lakhs as at March 31, 2022. Other current liabilities include other customers receipts and statutory liabilities. Increase in other current liabilities is on account of higher social security charges and withholding taxes which are due in subsequent month.

### Provisions

Current provisions mainly include provision for employee benefit obligations and warranty.

Current provisions represent 1.82% of the total liabilities and as at March 31, 2023 were at ₹ 1,499 lakhs as against ₹ 1,482 lakhs as at March 31, 2022.

### Income tax liabilities

Other tax liability consists of provision for income taxes. This represents 2.41% of the total liabilities, as at March 31, 2023 was ₹ 1,987 lakhs, as against ₹ 2,362 lakhs as at March 31, 2022. The advance tax paid is matched against the amount payable for each of the year and the net refund receivable or tax payable is disclosed.

### Cash flow

During FY 2023, cash flow from operating activities is ₹ 7,149 lakhs as against ₹ 10,703 lakhs in FY 2022. Consequent to the change in business profits in FY 2023, the cash generation is lower as compared to FY 2022.

### Other Information:

For financial ratios and variance analysis, refer note 36 to consolidated financial statements.

### Threats, Risks and Concerns

#### Business Risks

Product Engineering and Digital Service space continues to remain as our focus area. Our segmental focus is to service customer needs in business verticals spanning (a) automotive, (b) industrials, (c) communication devices & networks, (d) semiconductors, and (e) enterprises by offering a bouquet of services across the product development life cycle. A significant part of global development in these technology areas happen in innovation clusters in the North American, European, and East Asian geographies, especially Korea and Japan. Given this spread and the nature of our offerings, our delivery happens in a distributed manner. We use offshore and onsite models, given the need and complexity of the projects. Travel restrictions, restrictions in visa processing, connected lock-down in certain countries were some of the significant risks in the customer delivery process during the COVID time. These restrictions seem to have eased now and we are slowly moving towards the pre-COVID time, with abatement in the intensity of the impact and spread of COVID. This has enabled your Company to gear up to fulfill any customer requirements. However, we remain to be vigilant and agile to ensure the safety of our employees and business continuity.

The geopolitical tension in Central Europe continues, but with reduced intensity. However, this has had minimal impact on our operations in the past and now. Many factors, including this tension in Europe and the polarized trading partners, contributed to the currency fluctuations and exchange rate volatility, which presents a risk for us. Bulk of our business is done in US dollars & Euros while significant spend in INR. This necessitates a need to monitor and mitigate any adverse changes in the inter-currency rates. Our fiscal management policies and judicious use of financial instruments, help us to mitigate the risk due to unfavourable currency movements.

The inflation in United States and the increased interest cost there seem to have slowed down the investments in business. This resulted in customers changing their investment strategies and velocity of outsourcing. To manage this proactively and to ensure business continuity, our management, engineering and sales team continue to maintain a healthy dialog with existing and prospective customers to deepen the relationship and beneficially engage. However, this uncertainty in customer investments may impact the retention and availability of trained resources. Your Company, as a risk mitigation activity, has taken steps to proactively hire and train people, so that they are ready for deployment. The risk management process of your Company endeavors to ensure that the Company understands the potential risks and has contingency plans to tide over risk in the best possible manner. We believe that our customers value our competencies and our value add. This coupled with our ability to attract and manage a talent pool of engineers, provides us a sufficient cushion.

## Management Discussion and Analysis Report (Contd.)

### HR Risks

The risk of losing trained resources, which was plaguing the industry, seems to have softened. Your company has been implementing many measures like increasing the touch time with the employees, CEO & Senior Management Connect, additional training on a need basis, etc. However, we cannot lower our guard on this and continue our efforts in the retention of skilled employees. We continue with the three-pronged strategy to meet this requirement. Firstly, we increased our intake of Graduate Trainees, train them, and make them project ready. Secondly, we hire lateral talent who may be readily trained in-house and made suitable for our customer engagement needs rather than look for exact fits which are not scalable. Finally, we continue to cross-skill and upskill our existing talent to be agile in meeting our staffing needs. We take pride in our 'employee-centric' policies that focus on holistically developing our enviable talent pools. Our emphasis as before is to continue to strengthen their 'competence, commitment and character', which has been acknowledged by our customers. We remain hopeful that we have in place good policies, work practices, job content, and a culture that will help us continue to attract and retain our talent. These approaches will help us mitigate talent-side risks and benefit from the investments we make in our talent pool.

### Financial risks and Foreign Exchange Fluctuation Risk

Bulk of the Group revenues are derived from its global customers and are denominated in US Dollars and Euros. However, as we execute a majority of our contracts from India, a significant portion of the expenses, we incur are Rupee denominated. Volatility in currency exchange movements results in transaction and translation exposure. As our contracts may be denominated in multiple currencies, we carry the risk of managing cross-currency fluctuations. Appreciation of the Rupee against any major currency results in the revenue denominated in that currency to appear lesser in reported terms. Further, there could be collection losses if the exchange rates move between the time revenue is booked and the invoice amount is collected.

To effectively contain the risk on account of foreign exchange fluctuations, the Group takes appropriate hedges both in terms of forward and options contracts in line with its hedging policy that is aligned with market best practices. The hedging policy is monitored by the Audit Committee on a regular basis and approved by the Board of Directors.

### Liquidity Risk

The Group continues to be debt-free and have sufficient cash to meet our strategic and operational objectives. The cash policy of the group guides the investments to be made while ensuring safety, liquidity, and returns. The Board of Directors reviews the policy of the Group regularly. We have access to both fund-based and non-fund-based lines of credit, to meet any working capital requirements.

### Internal Control Systems

The Group aims to manage risk so as to protect the value of the shareholders. The identification and mitigation of risk comprise documenting 'Entity level' risks and controls. The exercise involves identifying Political Risks, Economic Risks, Risks due to competition, Technology Obsolescence, Cyber Security & Data Security Risks, etc. This is followed by (a) documenting these; (b) creation of risk registers; (c) assessment of controls by way of testing and (d) periodic reporting & monitoring. The risk register captures areas of potential financial and operational risks and the associated internal controls that are in place or have been identified.

Annual certification is an important procedure. It starts with the 'control' owner and then moves on to the 'process' owner and upwards, leading to the CEO and CFO certification. Your Company complies with the requirements of Enterprise Risk Management (ERM), which is mandated by various Regulations including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Companies Act, 2013.

There is a periodic assessment of the risks and controls for the existing and new process flows. We evaluate the risk and put in place controls to mitigate the same whenever we come across any weakness in the existing process. We have adopted policies and procedures to ensure prevention and detection of frauds and errors, have measures to safeguard our assets, and ensuring the accuracy and completeness of accounting records with reliable financial disclosures. The Internal Auditors carry out audit based on an internal audit plan, which is reviewed each year in consultation with the statutory auditors and the audit committee. In line with international practice, the conduct of an internal audit is oriented toward the review of internal controls and risks in its operations such as software delivery, accounting and finance, procurement, employee engagement, travel, insurance, IT processes, including most of the subsidiaries and foreign branches. As a measure of good corporate governance, all matters of significant importance or relevance have been reported to the Audit Committee as well as Company's Statutory and Internal Auditors.

# Our Contact Details

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### NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting (AGM) of the Company will be held on Wednesday, July 26, 2023 at 10.00 am IST through Video Conferencing / Other Audio-Visual Means (VC), to transact the following business:

#### Ordinary Business

1. Adoption of Financial Statements

To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023, together with the Report of the Auditors thereon.

2. Confirmation and declaration of dividend

To (a) confirm interim dividend of ₹ 12 per equity share declared in October 2022; and (b) declare a final dividend of ₹ 13 per equity share for the financial year 2022-23.

3. Appointment of Dr. G. Venkatesh as a Director, liable to retire by rotation

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

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

RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of shareholders of the Company, be and is hereby accorded to re-appoint Dr. G. Venkatesh (DIN: 00092085) as a director, who is liable to retire by rotation.

By order of the Board

Bengaluru  
May 2, 2023

Paawan Bhargava  
Company Secretary

#### Notes

- Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of shareholders at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- Pursuant to the provisions of the Companies Act, 2013 (the Act), a shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a shareholder of the Company. Since this AGM is being held in accordance with the Circulars through VC, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available.
- Participation of shareholders through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- Shareholders of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate shareholders intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to [scrutinizer@sasken.com](mailto:scrutinizer@sasken.com) with a copy marked to [evoting@nsdl.co.in](mailto: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.
- The Register of directors and key managerial personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the shareholders during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e., July 26, 2023. Shareholders seeking to inspect such documents can send an email to [investor@sasken.com](mailto:investor@sasken.com).

## NOTICE (Contd.)

6. Shareholders whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective Depository Participant (DP). Shareholders whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge shareholders to utilize the ECS for receiving dividends. Please refer to Note No. 20 for the process to be followed for updating bank account details.
7. Shareholders may note that the Board, at its meeting held on May 2, 2023, has recommended a final dividend of ₹ 13 per equity share. The book closure date for the purpose of final dividend for the financial year 2022-23 is Saturday, July 22, 2023. The final dividend, once approved by the shareholders in the ensuing AGM, will be paid on or before August 18, 2023, electronically through various online transfer modes to those shareholders who have updated their bank account details. For shareholders who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered address. To avoid delay in receiving dividend, shareholders are requested to update their KYC with their DPs (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
8. Shareholders may note that the Income-tax Act, 1961, (the IT Act) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020 shall be taxable in the hands of shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. To enable us to determine the appropriate TDS rate as applicable, shareholders are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN and linked to their Folio	10%* or as notified by the Government of India (Gol)
Shareholders not having PAN / valid PAN or it is not linked to their Folio	20% or as notified by the Gol

*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.*

*\* As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.*

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2023-24 does not exceed ₹ 5,000, and in cases where shareholders provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for shareholders providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%\*\* (plus applicable surcharge and cess) or as notified by the Gol on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the shareholders, if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholder(s) or details as prescribed under Rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2023-24 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholder(s).
- Electronic Form 10F as per notification no. 03/2022 dated July 16, 2022 issued by the Central Board of Direct Taxes [Notification can be read under [incometaxindia.gov.in](https://www.incometaxindia.gov.in)]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at [www.incometax.gov.in/iec/foportal](https://www.incometax.gov.in/iec/foportal) (deferred till September 30, 2023 and option of manual filing of Form 10F is available).
- Self-declaration by the shareholder(s) of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder(s).
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholder(s).

## NOTICE (Contd.)

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20%\*\* (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of above documents, if applicable.

*\*\* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.*

The aforementioned documents to be sent to the Company at [investor@sasken.com](mailto:investor@sasken.com) on or before July 22, 2023. No communication would be accepted from shareholders after July 22, 2023, regarding tax-withholding matters. Shareholders may write to [investor@sasken.com](mailto:investor@sasken.com) for any clarifications on this subject. TDS certificates in respect of tax deducted, if any, will be sent to the shareholders on their registered mail ID and may also be requested by writing to the Company at [investor@sasken.com](mailto:investor@sasken.com). Shareholders can also check their tax credit in Form 26AS from the e-filing account at [www.incometax.gov.in/iec/foportal](http://www.incometax.gov.in/iec/foportal) or "View Your Tax Credit" on [www.tdscpc.gov.in](http://www.tdscpc.gov.in).

9. Shareholders are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: Sasken Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032.
10. Shareholders are urged to claim dividends that remain unclaimed by writing to RTA as mentioned above, or to the Company Secretary, at the Company's registered office or at [investor@sasken.com](mailto:investor@sasken.com). Shareholders are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which a dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
11. In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its shareholders to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for shareholders who have not registered their email addresses is provided in the 'Procedure for remote e-voting and e-voting during the AGM' section which forms part of this Notice. The Board has appointed Mr. Gopalakrishnaraj H H, (Membership No. FCS 5654 and CP No. 4152) Practicing Company Secretary, as the scrutinizer (Scrutinizer) for conducting the e-voting process in a fair and transparent manner.
12. Shareholders holding shares either in physical or dematerialized form, as on cut-off date, i.e., Tuesday, July 18, 2023, may cast their votes electronically. The e-voting period commences on Thursday, July 20, 2023 (9.00 am IST) and ends on Tuesday, July 25, 2023 (5.00 pm IST). The e-voting module will be disabled by NSDL thereafter. Shareholders will not be allowed to vote again on any resolution on which vote has already been cast by them. The voting rights of shareholders shall be in proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a shareholder as on the cut-off date is requested to treat this Notice for information purposes only.
13. The facility for voting during the AGM will also be made available. Shareholders present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
14. Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become shareholders of the Company after the Notice is sent and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become shareholders of the Company after the Notice is sent and holding shares as of the cut-off date may follow steps mentioned in the Notice under 'Procedure for remote e-voting and e-voting during the AGM'.
15. In compliance with the circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company / Depositories. Shareholders may note that the Notice and Annual Report 2022-23 will also be available on the Company's website [www.sasken.com](http://www.sasken.com), websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. Shareholders seeking any information with regard to the accounts, or any matter covered in the notice are requested to write to the Company on or before, July 21, 2023 through email to [investor@sasken.com](mailto:investor@sasken.com). The same will be replied by the Company suitably.

## NOTICE (Contd.)

17. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) 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 Directors seeking re-appointment at this AGM are also forming part of said Statement.
18. The Register of Members and Share Transfer Books will remain closed on Saturday, July 22, 2023 for determining the list of shareholders eligible for final dividend on equity shares for the financial year 2022-23, if declared at the AGM.
19. Dividend as may be declared at the AGM will be disbursed on or before Friday, August 18, 2023.
20. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin Technologies Limited, at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). The forms for updating the same are available at [www.sasken.com/investors/frequently-asked-questions](http://www.sasken.com/investors/frequently-asked-questions). Shareholders holding shares in electronic form are, therefore, requested to update their PAN, KYC details and nomination with their DP. In case a holder of physical securities fails to furnish PAN, KYC details and nomination before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the requisite documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
21. As per Regulation 40 of Listing Regulations, as amended, securities of the Company can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, shareholders holding shares in physical form are requested to consider converting their holdings to dematerialized form. Shareholders can contact the Company or Company's RTA for assistance in this regard.
22. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile number, PAN, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in dematerialized form and to our RTA in the prescribed format for shares held in physical form. The procedure for such requests is detailed in General Shareholder Information in case the shares are held in physical form.
23. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
24. Shareholders may please note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). If the dividends are not encashed for a consecutive period of 7 years, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Shareholders / Claimants are requested to claim their dividends as declared by the Company, within the stipulated timeline, if not encashed earlier. The shareholder, whose unclaimed dividend(s) / share(s) have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-form IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Shareholders / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to General Shareholder Information section which is forming part of Annual Report, IEPF website [www.iepf.gov.in](http://www.iepf.gov.in) and Company's website [www.sasken.com](http://www.sasken.com).

### 25. National Electronic Clearing Service (NECS) / Mandate / Bank Details

Reserve Bank of India has introduced National Automated Clearing House through which the Banks are able to make the dividend pay-out almost instantly into the bank accounts of shareholders. Shareholders are requested to update their banking account number with their DPs. Shareholders desirous of modifying these instructions may write to their respective DPs (for shares held in dematerialised form) or RTA (for shares held in physical form), so that the dividends when declared and paid by the Company will be directly credited to their account.

### Instructions for participation through VC

Please follow the below steps for registration and participation:

26. Shareholders will be provided with a facility to attend the AGM through VC through the NSDL e-voting system. Shareholders may access the same at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) under shareholders login by using the remote e-voting credentials. The link for VC will be available in Shareholder's login where the EVEN of Company will be displayed. Please note that the shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, shareholders can also use the OTP based login for logging into the e-voting system of NSDL.

VC will be available for shareholders on first come first serve basis.

## NOTICE (Contd.)

27. For convenience of the shareholders and proper conduct of AGM, shareholders can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM and shall be logged in throughout the proceedings of AGM.
28. Shareholders who need assistance before or during the AGM with use of technology, can:

Login type	Helpdesk details
Individual shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022-4886 7000 or 022-2499 7000. In case of any further queries, you may also refer the "Frequently Asked Questions (FAQs) for Shareholders" and "evoting User Manual - Shareholder" available at the download section of <a href="http://www.evoting.nsdl.com">www.evoting.nsdl.com</a> .
Individual shareholders holding securities in demat mode with Central Depository Services (India) Limited (CDSL)	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

29. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
30. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the AGM, shareholders are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / Folio number, email ID, mobile number at [investor@sasken.com](mailto:investor@sasken.com). Queries received by the Company till 5.00 p.m. on Tuesday, July 18, 2023 shall be considered and responded during the AGM.
- Shareholders who would like to express their views or ask questions during the AGM may kindly register themselves as a speaker by sending a mail to [investor@sasken.com](mailto:investor@sasken.com) between 9.00 a.m. on Monday, July 3, 2023 and 5.00 p.m. on Saturday, July 22, 2023.
31. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

### Procedure for remote e-voting and e-voting during the AGM

The details of the process and manner for remote e-voting are explained herein below:

#### Step 1: Access to NSDL e-voting system - Login method for e-voting and joining virtual AGM for individual shareholders holding securities in demat mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

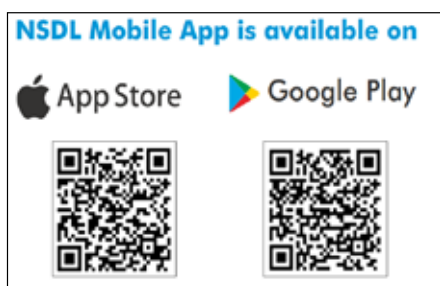
Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

#### (a) Individual Shareholders holding securities in demat mode with NSDL:

- Existing IDeAS user can visit the e-Services website of NSDL viz. [eservices.nsdl.com](http://eservices.nsdl.com).
- 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 remote e-voting period or joining virtual meeting and voting during the meeting.
- If you are not registered for IDeAS e-Services, option to register is available at [eservices.nsdl.com](http://eservices.nsdl.com). Select "Register Online for IDeAS Portal" or click at [eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp](http://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](http://www.evoting.nsdl.com) either on a 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL 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 remote e-voting period or joining virtual meeting & voting during the meeting.

## NOTICE (Contd.)

8. Shareholders can also download NSDL Mobile App “NSDL Speede” by scanning the QR code mentioned below for seamless voting experience.



### (b) Individual Shareholders holding securities in demat mode with CDSL:

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. 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](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing Myeasi 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 your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links 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](http://www.cdslindia.com). Click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile No. and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.

### (c) Individual Shareholders (holding securities in demat mode) login through their DP:

1. Shareholders can also login using the login credentials of their demat account through their DPs registered with NSDL / CDSL for e-voting facility.
2. Upon logging in, shareholders will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL / CDSL website after successful authentication, wherein you can see e-voting feature.
3. 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 remote e-voting period or joining virtual meeting and voting during the meeting.

**Important note:** Shareholders who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

### (d) Your User ID and Password details are given below:

Manner of holding shares	Your User ID is
(a) For Shareholders 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 Shareholders 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 Shareholders 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 124185 then your User ID is 124185001***

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.



## NOTICE (Contd.)

- ii. 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 mandate to change your password.
- iii. How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the Company, your 'Used ID' and '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 or last 8 digits of client ID for CDSL account or folio number for shares held in physical form.
  - If your email ID is not registered, please follow steps mentioned in Note No.20 above.
- (e) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
  - i. 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](http://www.evoting.nsdl.com).
  - ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name, and your registered address.
  - iv. Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- (f) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (g) Now, you will have to click on "Login" button.
- (h) After you click on the "Login" button, Home page of e-voting will open.

### Step 2: Cast your vote electronically and join AGM on NSDL e-voting system.

How to cast your vote electronically and join AGM on NSDL e-voting system?

- (a) 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 and General Meeting is in active status.
- (b) Select "EVEN" of company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- (c) Now you are ready for e-voting as the voting page opens.
- (d) 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 also 'Confirm' when prompted.
- (e) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote. The instructions for Shareholders for e-voting on the day of the AGM are as under:
  - (a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
  - (b) Only those Shareholders, who will be present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
  - (c) Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
  - (d) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer Note No.28 above.

### General Information

32. It is strongly 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](http://www.evoting.nsdl.com) to reset the password.
33. Process for those shareholders whose Email IDs are not registered with the depositories, for procuring User ID and Password and registration of E-mail IDs for e-voting for the resolutions set out in this Notice:
  - i. In case shares are held in physical mode - Please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN, Aadhaar / UIDAI card by email to [cosec@sasken.com](mailto:cosec@sasken.com).

## NOTICE (Contd.)

- ii. 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 of shareholder, Client Master Data or copy of Consolidated Account Statement, self-attested scanned copy of PAN, Aadhaar / UIDAI card by email to [cosec@sasken.com](mailto:cosec@sasken.com).
- iii. If you are an individual shareholder holding securities in Demat mode - you are requested to refer to the login method explained at Step 1 viz., Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.
- iv. Alternatively, shareholders may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring User ID and Password for e-voting by providing above mentioned documents.
- v. In terms of SEBI Circular dated December 9, 2020 on e-voting facility to be provided by the Company, individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access said 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 under Item No. 3 of the accompanying Notice and should be read as forming part of the Notice.

#### Item No. 3

Dr. G Venkatesh (DIN: 00092085), born on June 4, 1961 was originally appointed on January 25, 2005 and was re-categorized as a Non-Executive Director of the Company by the shareholders at the 34<sup>th</sup> AGM of the Company held on July 20, 2022.

He is a graduate in Electronics from Indian Institute of Technology (IIT) Madras, a Ph.D in Computer Science from TIFR, Bombay, a Fellow of the Indian National Academy of Engineers, and a Fellow of the IETE. He has been with Sasken since 1995 and has wide experience in Information Technology. He started as a researcher at India's premier research institute TIFR, Bombay, then moved to the Computer Science department of IIT Bombay where he spent 8 years teaching and researching in the areas of temporal logic, functional / logic programming, applications of logic and languages to VLSI design, which resulted in about 50 papers in international conferences and journals in these areas. He made his transition to the industry in 1990 when Sasken was in its start-up phase and moved full time to Sasken as Technology Head in 1995. He was elevated to the Board on January 25, 2005 as a Whole Time Director and transitioned to Non - Executive Director on January 19, 2015. He played various management roles such as Engineering Head, Global Delivery Head, BU Head, Product Division Head, Chief Technology Officer, etc. He was elected to hold a 'fellowship' position in Sasken by the Governing Council in January 2015.

He has been an adjunct faculty of IIM Bangalore from 2003 to 2013, where he offered a course on the application of game theory to strategic thinking in the technology industry. In 2014, he was appointed by IIT Madras as the Analog Devices Chair Professor in the Department of Electrical Engineering. Since 2017, he serves as a Professor of Practice in the Humanities Department, IIT Madras, where he teaches Technology & Public Policy and Computational Economics and works with state government agencies on policy formulation in education and technology. He is also a co-founder of the online BSc Degree in Programming and Data Science offered by IIT Madras, in which he teaches courses on Computational Thinking and Business Data Management. He also serves on several Government and Industrial committees related to the semiconductor, telecom, and education sectors. In recognition of these activities linking academics and industry, he won the Technomenter award of the Indian Electronics and Semiconductor Association in 2013 and the Vasvik award for industrial research in 2015.

He is a director in Mylspot Education Services Private Limited, Fulcrum Education Private Limited, IITM Pravartak Technologies Foundation, Agami Fintech Solutions Private Limited and Taco Sasken Automotive Electronics Limited (under liquidation).

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

He holds 1,46,260 equity shares in the Company. Please refer to Corporate Governance Report for the details of Board & Committee meetings of the Company attended by him during the year.

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 [investor@sasken.com](mailto:investor@sasken.com).

The Board of Directors recommends Item Nos. 1, 2 and 3 for the consideration and approval of the shareholders.

There are no inter-se relationships between the Directors. None of the other Directors, Key Managerial Personnel of your Company and their relatives is in any way concerned or interested, financially or otherwise in the aforesaid items.

By order of the Board

Bengaluru  
May 2, 2023

Paawan Bhargava  
Company Secretary