



Sasken Communication Technologies Limited

Registered Office: 139/25, Ring Road, Domlur, Bengaluru - 560 071, India

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NOTICE

Notice is hereby given that the Twenty Seventh Annual General Meeting of the Company will be held on Monday, September 14, 2015 at 10.30 a.m. at the Registered Office of the Company at 139/25, Ring Road, Domlur, Bengaluru - 560 071, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To receive, consider and adopt the audited financial statements of the Company (including consolidated financial statements) for the year ended March 31, 2015, together with the reports of the Directors and the Auditors thereon.

2. Declaration of Dividend

(a) To confirm:

- (i) special dividend of ₹20.00 per equity share paid in October, 2014; and
- (ii) an interim dividend of ₹2.50 per equity share paid in January, 2015

(b) To declare a final dividend of ₹4.50 per equity share.

3. Appointment of Director

To appoint a Director in place of Mr. Jyotindra B. Mody (DIN: 00034851) who retires and being eligible, offers himself for re - appointment.

4. Appointment of Director

To appoint a Director in place of Dr. G. Venkatesh (DIN: 00092085) who retires and being eligible, offers himself for re - appointment.

5. Appointment of Auditors

To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. S. R. Batliboi & Associates LLP (ICAI Firm Registration No.101049W) be and is hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, in the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E), on such remuneration plus applicable service tax and reimbursement of out of pocket expenses incurred by them during the course of the audit as may be decided by the Board of Directors or Audit Committee.

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

SPECIAL BUSINESS

6. Re-appointment and payment of Remuneration to Mr. Rajiv C. Mody, as Chairman & Managing Director

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

RESOLVED THAT in accordance with the provisions of Section 152, 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re - enactment thereof for the time being in force), Articles of Association of the Company, consent of the Company be and is hereby accorded for the re - appointment of Mr. Rajiv C. Mody (DIN:00092037) as Chairman & Managing Director of the Company for a period of five years effective from April 1, 2015 to March 31, 2020 on the following terms:

- (a) Fixed Salary of a sum not exceeding ₹3.00 crores per annum and other statutory contributions to be made by the Company as applicable and as may be determined by the Nomination & Remuneration Committee of the Board of Directors.
- (b) Variable Performance Pay ("VPP") of such amount as may be determined by the Nomination & Remuneration Committee for the year.
- (c) Other terms such as gratuity, leave, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Nomination & Remuneration Committee.
- (d) The Board of Directors of the Company has the authority to determine the term of office at any time.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any of the financial years from 2015 - 16 to 2019 - 20, Mr. Rajiv C. Mody be paid the above mentioned remuneration, excluding VPP as minimum remuneration or as may be determined by the Nomination & Remuneration Committee subject to the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed and/or with the approval of the Government from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

Notice (Contd.)

7. Re-appointment and payment of remuneration to Mr. Krishna J. Jhaveri, as Whole Time Director for a period of five years

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

RESOLVED THAT in accordance with the provisions of Section 152, 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, consent of the Company be and is hereby accorded for the re-appointment of Mr. Krishna J. Jhaveri (DIN:00102729) as Whole Time Director of the Company for a period of five years effective from April 1, 2015 to March 31, 2020 on the following terms:

- (a) Fixed Salary of a sum not exceeding US \$ 100,000 (US \$ One hundred thousand only) per annum and other statutory contributions to be made by the Company as applicable and as may be determined by the Nomination & Remuneration Committee of the Board of Directors.
- (b) Variable Performance Pay ("VPP") of such amount as may be determined by the Nomination & Remuneration Committee for the year.
- (c) Other terms such as gratuity, leave, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Nomination & Remuneration Committee.
- (d) The Board of Directors of the Company has the authority to determine the term of office at any time.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any of the financial years from 2015-16 to 2019-20, Mr. Krishna J. Jhaveri be paid the above mentioned remuneration, excluding VPP as minimum remuneration or as may be determined by the Nomination & Remuneration Committee subject to the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed and/or with the approval of the Government from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

8. Re-appointment and payment of remuneration to Ms. Neeta S. Revankar, as Whole Time Director & CFO for a period of five years

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

RESOLVED THAT in accordance with the provisions of Section 152, 196, 197, 203, Schedule V and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, consent of the Company be and is hereby accorded for the re-appointment of Ms. Neeta S. Revankar (DIN:00145580) as Whole Time Director & CFO of the Company for a period of five years effective from April 1, 2015 to March 31, 2020 on the following terms:

- (a) Fixed Salary of a sum not exceeding ₹2.00 crores per annum and other statutory contributions to be made by the Company as applicable and as may be determined by the Nomination & Remuneration Committee of the Board of Directors.
- (b) Variable Performance Pay ("VPP") of such amount as may be determined by the Nomination & Remuneration Committee for the year.
- (c) Other terms such as gratuity, leave, awards, etc. shall be as applicable to other employees of the Company or as may be decided by the Nomination & Remuneration Committee.
- (d) The Board of Directors of the Company has the authority to determine the term of office at any time.

RESOLVED FURTHER THAT in case of absence or inadequacy of profits for any of the financial years from 2015-16 to 2019-20, Ms. Neeta S. Revankar be paid the above mentioned remuneration, excluding VPP as minimum remuneration or as may be determined by the Nomination & Remuneration Committee subject to the provisions of Schedule V of the Companies Act, 2013 or such other limits as may be prescribed and/or with the approval of the Government from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and are hereby authorized to do all such acts, deeds and things as are incidental thereto or as may be deemed necessary or desirable and to settle any question or difficulty that may arise, in such manner as it may deem fit.

9. Engaging the services of Dr. G. Venkatesh as a Consultant and fixing the consultancy fee payable to him

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

RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, including any amendment, modification, variation or re-enactment thereof, the Articles of Association of the Company, Listing Agreement as entered into by the Company with the BSE Limited and National Stock Exchange of India Limited, consent of the Members of the Company be and is hereby given for engaging the services of Dr. G. Venkatesh (DIN:00092085), Non-executive Director as a Consultant of the Company and for payment of consultancy fee not exceeding ₹40.00 lakhs in a financial year.

RESOLVED FURTHER THAT the above fee shall be exclusive of sitting fee payable to Dr. G. Venkatesh for attending meetings of the Board or any Committees thereof.

RESOLVED FURTHER THAT the Board of Directors or any Committee/director authorized by the Board be and is hereby authorized to finalize the other terms and conditions of his engagement including renewal thereof and take all such steps as may be necessary, proper and expedient to give effect to this resolution.

By order of the Board

S. Prasad

Associate Vice President & Company Secretary

July 20, 2015



Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. In order to be valid, proxy form must be received at the registered office of the company not less than 48 hours before the commencement of the meeting.
2. Members may note that pursuant to provisions of Section 105 of the Companies Act, 2013 read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. For a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
4. Corporate members are requested to send certified true copy of the board resolution authorizing their representative(s) to attend and vote at the Annual General Meeting.
5. The Register of Members and Share Transfer Books will remain closed on September 12, 2015 for determining the names of members eligible for final dividend on Equity Shares, if declared, at the meeting.
6. Dividend as may be declared at the Annual General Meeting will be disbursed on or before September 30, 2015 to the shareholders whose names are recorded in the Register of Members as at September 11, 2015.
7. National Electronic Clearing Service (NECS)/Mandate/Bank Details:
As Per Reserve Bank of India Circular 376-DPSS (CO) EPPD No. 191/04.01.01/2009-2010, dated July 29, 2009 the Company will organize payment of dividend through the NECS. Further, SEBI has also issued the Circular No. CIR/MRD/DP/10/2013, dated March 21, 2013 regarding the usage of electronic payment modes. In case of members who have not provided to the Company or to their Depository Participant (DP) their Account Number under Core Banking System (CBS), NECS credit of dividends may not happen. Members are requested to forthwith inform the Company or the Registrar & Share Transfer Agent, Karvy Computershare Pvt. Ltd., their bank account number allotted under CBS along with the name of the Bank, Branch, its 9 digit MICR Code and Account type by quoting their folio number and a photocopy of a cancelled cheque pertaining to the Bank Account. Members holding shares in demat form, are requested to provide the above details to their DP.
8. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members/Proxy Holders are therefore requested to bring to the Annual General Meeting their copy of the Annual Report.
9. Members intending to seek explanation/clarification at the meeting about the information contained in Annual Report are requested to inform the Company Secretary at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
10. In case of joint holders attending the meeting, only the first named joint holder will be entitled to vote.
11. Members are requested to write to the Company Secretary or to the Registrar & Share Transfer Agent at the address given below, regarding transfer of shares and for resolving grievances:

The Company Secretary	Karvy Computershare Pvt. Ltd.
Sasken Communication Technologies Limited	Karvy Selenium, Tower B, Plot 31 -32,
139/25, Ring Road, Domlur,	Gachibowli, Financial District, Nanakramguda,
Bengaluru - 560 071.	Hyderabad – 500 032.
Tel: +91 80 6694 3000; Extn.: 4906	Tel: +91 40 6716 2222
Fax: +91 80 3981 3329/2535 1309	Toll Free No.: 1 - 800 - 3454 - 001
E-mail: investor@sasken.com	Fax: +91 40 2300 1153
	Contact Person: Mr. K.S. Reddy, Asst. Gen Manager
	E - mail: einward.ris@karvy.com
12. Unless any member has requested for a hard copy of the Annual Report, Notice and other communications of the Company will be sent by electronic mode only to all the members whose e-mail addresses are registered with the Company/Depository Participant. For members who have not registered their e-mail addresses, physical copy of the Annual Report are being sent by the permitted mode.
13. As per Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in this Notice. The Members desirous of voting through electronic mode may refer to the detailed procedure on e-voting forming part of this Notice.
14. As per clause 35A of the Listing Agreement the Company will submit to the stock exchange, within 48 hours of conclusion of its Annual General Meeting, details regarding the voting results with respect to each of the resolutions proposed in this Notice.
15. All documents referred to in this Notice will be available for inspection at the registered office of the Company during business hours on working days up to the date of the AGM.
16. Details of Directors seeking appointment/re-appointment at this Annual General Meeting of the Company are provided in Annexure A to this Notice.
17. (a) Route Map to the venue of the Annual General Meeting (b) Proxy Form and (c) e-voting instructions are annexed to this Notice/ Annual Report.

Notice (Contd.)

ANNEXURE TO NOTICE

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

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

Ordinary Business

Item Nos. 3 & 4

Profile of the Directors proposed to be re-appointed is given in Annexure A.

Item No. 5

M/s. S. R. Batliboi & Co. LLP (Firm Registration No. 301003E), Chartered Accountants, were re-appointed as Statutory Auditors of the Company at the Annual General Meeting held on September 22, 2014 to hold office for a term of up to three years from the conclusion of 26th Annual General Meeting until the conclusion of the 29th Annual General Meeting, subject to ratification of such appointment by the members of the Company at every Annual General Meeting. However, they have vide their letter dated July 20, 2015, expressed their inability to continue as the Statutory Auditors of the Company in view of the internal restructuring by them. Therefore, it is proposed to appoint M/s. S. R. Batliboi & Associates LLP, Chartered Accountants (Firm Registration No.101049W) as Statutory Auditors of the Company who have given their consent, vide their letter dated July 20, 2015, to be appointed as such and have confirmed that their appointment, if made, would be in compliance with the provisions of Section 139 and 141 of the Act and Rules framed thereunder as applicable. Both M/s. S. R. Batliboi & Associates LLP and M/s. S. R. Batliboi & Co. LLP, belongs to the same network of audit firms. The Board recommends their appointment as Statutory Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company.

Special Business

Item Nos. 6 to 8

The digital economy is well and truly here and the forces of social media, mobility, analytics and cloud have disrupted the functioning of an enterprise. At the core of an enterprise is the need to leverage these technologies to engage and serve both employees and consumers. These trends have created the need for a productized approach to developing IT services. Your Company continues to pursue its strategy to expand its market coverage to include IT services in addition to our well entrenched presence in the ER&D space. We are buoyed by the initial success we have obtained in our IT business that capitalizes on our expertise in semiconductors and smart devices to help build solutions for next generation enterprises. The timing for this transformation process could not have been more apt. The consensus view of economists and industry bodies indicates that there is a recovery in both North American and European markets which constitute the largest market for Engineering R&D and IT Services. The operations and vision of your Company is more fully detailed in the Board's Report and Letter to Shareholders available elsewhere in the Annual Report.

While arriving at the remuneration of the Managing/Whole Time Directors, the Nomination & Remuneration Committee has considered the factors relating to performance of the Company and that of the Managing/Whole Time Directors and has recommended the maximum remuneration per year payable to them for a period of 5 years.

Variable Performance Pay to be paid to the Managing/Whole Time Directors will be as per the same policy applicable to other employees and/or as determined by the Nomination & Remuneration Committee subject to the limits prescribed under Schedule V of the Act. The aggregate remuneration of the Managing/Whole Time Directors as a whole shall not exceed 10% of the net profits of the Company as computed under Section 198 of the Act.

Except Mr. Rajiv C. Mody, Mr. Krishna J. Jhaveri, Ms. Neeta S. Revankar and their relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is/are, in any way, concerned or interested, financially or otherwise, in the proposed resolution set out at Item Nos. 6 to 8 except to the extent of their respective shareholding in the Company, if any.

The Board of Directors of the Company commends the resolution at Item Nos. 6 to 8 for your approval by way of an Ordinary Resolution.

This may also be treated as memorandum of terms of appointment for the Managing & Whole Time Directors pursuant to Section 190 of the Companies Act, 2013.

Item No. 9

Considering Dr. G. Venkatesh's long association with the Company and to continue availing his services and expertise, it is proposed to engage him as a Consultant. The Board of Directors or any Committee/director authorized by the Board will determine the nature and period of his engagement and to pay him, such that compensation shall not exceed ₹40.00 lakhs in a financial year.

Section 197(4) of the Act provides that the remuneration payable to the directors of the Company, shall be determined, in accordance with and subject to provisions of this Section, by a special resolution passed by the Company in general meeting and the remuneration payable to such director shall be inclusive of the remuneration payable to him for services rendered by him in any other capacity. The Proviso to this sub-section provides that any remuneration for services rendered by any such director shall not be so included in computing ceiling limit as provided in the said Section, if the services rendered are of a professional nature; and in the opinion of Nomination & Remuneration Committee of the Board, a director possesses requisite qualification for the practice of the profession.



Notice *(Contd.)*

Clause 49 (II) (C) of the Listing Agreement with stock exchanges state that all fees/compensation to non-executive directors, including Independent Directors, shall be fixed by the Board of Directors and shall require previous approval of shareholders in general meeting.

Section 177 of the Companies Act, 2013 states that any transaction with Related Parties requires the prior approval of Audit Committee.

Accordingly and in compliance with the aforesaid provisions, (a) Nomination & Remuneration Committee is of the opinion that the services to be rendered by Dr. G. Venkatesh will be of a professional nature and that he possesses the requisite qualification for the practice of the profession (b) the Audit Committee and Board of Directors of your Company have approved the said proposal at its meetings held on April 23, 2015 and recommend the same for members' approval by way of special resolution.

Save and except Dr. G. Venkatesh and his relatives, to the extent of their shareholding interest if any, in the Company, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise in the proposed special resolution.

By order of the Board

July 20, 2015

S. Prasad
Associate Vice President & Company Secretary

Details of Directors to be appointed/re-appointed at the Annual General Meeting to be held on September 14, 2015 (Item Nos. 3, 4, 6, 7 & 8 of the Notice)

We provide below the brief resume, nature of expertise in specific functional areas, name of other companies (excluding foreign companies & Section 8 Companies) in which the director also holds the directorship, if any, chairmanship/membership of the committees of the Board, if any (information provided herein is restricted only to membership in Audit Committee and Stakeholders' Relationship Committee), shareholding, etc.

Mr. Jyotindra B. Mody (DIN:00034851) born on April 3, 1929 was originally appointed on October 12, 1999 and he was last re-appointed on July 23, 2012.

He is a Non-Executive Director since October, 1999 and also one of the Promoters of the Company. He has actively supported the Company from the time it was founded. Your Company continues to reap the benefits of his rich and diverse experience in running successful businesses for over six decades. He has completed his Inter-Science. He is the Chairman and Managing Director of J.B. Chemicals & Pharmaceuticals Ltd. since incorporation in 1976. He was Vice Chairman of CHEMEXCIL (Basic Chemicals, Pharmaceuticals & Cosmetics Export Promotion Council) from 1988 to 1993 and Chairman for two years from September 1994 to September 1996. He is one of the Founder Members of Indian Drug Manufacturers' Association (IDMA) and was its President for 2 years from 1983 to 1985. He has been associated with the pharmaceutical industry when it was in its infancy stage. His knowledge on the development of the drug industry and the turmoil it has gone through, the various Price Controls, development of the industry with the introduction of the process patent from 1970s and its functioning and growth prospects is immense. He is today looked upon as a doyen of the pharmaceutical industry and is consulted on the various important matters affecting the industry, not only by the fellow members, but also by the Government of India. He was associated as a member of the National Development Council for Drugs & Pharmaceuticals, Ministry of Industrial Approvals and Ministry of Chemicals & Fertilizers. He was one of the members of the working group for Industrial Approvals, Ministry of Chemicals & Fertilizers. He was also associated with Import Export Committee – 7th Five Year Plan.

He is also a director in Ifiunik Pharmaceuticals Limited, J B Life Science Overseas Limited, Unique Pharmaceutical Laboratories Limited, Ansuya Mody Securities Private Limited, Jyotindra Mody Holdings Private Limited and Synit Drugs Private Limited. He is a Member of the Stakeholders' Relationship Committee in J B Chemicals & Pharmaceuticals Limited.

He holds 7,36,612 equity shares in the Company.

Dr. G. Venkatesh (DIN:00092085) born on June 4, 1961 was originally appointed on January 25, 2005. He was re-appointed as a Whole Time Director at the Annual General Meeting held on July 18, 2013. Subsequently, at the Board Meeting held on January 19, 2015 he transitioned from a Whole Time Director to a Non-Executive Director.

He is a graduate in Electronics from IIT Madras, a Ph.D in Computer Science from TIFR, Bombay, and is 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, and 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 startup 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 has played various management roles such as Engineering Head, Global Delivery Head, BU Head and 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 appointed the Analog Devices Chair Professor in the Dept. of Electrical Engineering, IIT Madras, where he has been teaching and researching topics in hardware-software codesign of embedded systems. He has also served as an adjunct faculty of IIM Bangalore, with interests in technology management, and in applying game theory to strategic thinking in the technology industry. He has been an active speaker on collaborative innovation models and on viable strategies for SMEs in India. He also serves on a number of Government and Industrial committees related to the semiconductor, telecom and education sectors.

He is a director in Sasken Network Engineering Limited, ConnectM Technology Solutions Private Limited, Uniphore Software Systems Private Limited and MyLSpot Education Services Private Limited.

He holds 2,63,628 equity shares in the Company.

Mr. Rajiv C. Mody (DIN:00092037) born on April 6, 1958 was originally appointed on September 29, 1989.

He is one of the founder directors and is currently the Chairman & Managing Director of the Company.

At the Annual General Meeting held on July 9, 2010 shareholders of the Company approved the appointment of Mr. Rajiv C. Mody as Chairman & Managing Director for a period of 5 years ending on March 31, 2015. The Board of Directors at its meeting held on January 19, 2015 has reappointed Mr. Rajiv C. Mody as Chairman & Managing Director for a further period of 5 years from April 1, 2015.

He obtained his Bachelor's degree in Electrical Engineering from M.S University, Baroda, India and Master's degree in Computer Science from Polytechnic School of Engineering, NYU, New York, USA. He has been steering the Company since 1989. In spite of turbulent conditions that prevailed in the last two years in the Information Technology Sector, the Profit after Tax of the Group has also increased over the years. Under his able leadership, over the last two and a half decades, Sasken has grown into a major technology and solution provider to Tier 1 customers



Annexure to Notice (Contd.)

across the communications value chain. Over the years, Sasken has steadily expanded its portfolio of solutions into development, life-cycle extension and sustenance of semi-conductors, platforms, network elements (voice and data) including terrestrial and satellite, customer owned equipment like handsets, set-top boxes and lifestyle/consumer products. He was awarded the "Technovator of the Year 2007" by VOICE & DATA, a leading technology publication. He also served as an Executive Council Member of NASSCOM (2001 – 2008).

He is a director in Sasken Network Engineering Limited, Centum Electronics Limited, J B Chemicals & Pharmaceuticals Limited, ConnectM Technology Solutions Private Limited and Saankhya Labs Private Limited.

He holds 11,010 equity shares in the Company.

Mr. Krishna J. Jhaveri (DIN:00102729) born on February 5, 1955 was originally appointed on September 29, 1989.

He is one of the founder directors and is currently the Whole Time Director of the Company and based in USA.

At the Annual General Meeting held on July 9, 2010 shareholders of the Company approved the appointment of Mr. Krishna J. Jhaveri as Whole Time Director for a period of 5 years ending on March 31, 2015. At its meeting held on January 19, 2015 the Board of Directors has re-appointed Mr. Krishna J. Jhaveri as Whole Time Director for a further period of 5 years from April 1, 2015.

He completed his Bachelor's degree in Mechanical Engineering from M.S. University, Baroda in 1978 and Masters in Operations Research and Industrial Engineering from the University of Texas at Austin in 1983. He worked in Intel for over eight years and is well experienced in the semiconductor manufacturing processes. As a Project Engineer at Intel, he has actively participated in bringing about the production of some of the world's most popular microprocessors, including the Intel 80286, 80386, 80486 and 80860.

He does not hold any equity shares in the Company.

Ms. Neeta S. Revankar (DIN:00145580) born on September 10, 1966 was originally appointed on April 22, 2010 was re-appointed on July 18, 2013.

She has been with the Company since 1995 and became a Whole Time Director in April 2010. At its meeting held on January 19, 2015 the Board of Directors has reappointed her as Whole Time Director for a further period of 5 years from April 1, 2015. She is also the Chief Financial Officer ("CFO") of the Company. Her mandate includes driving the organization to match world standards in accounting processes and disclosures. As CFO, she has helped Sasken establish strong financial discipline, corporate governance & ethical business practices. Further, she has contributed to stabilizing and strengthening the Human Resource (HR) function. Her current responsibilities are a reflection of her sharp business acumen and capable leadership. She is a qualified Chartered Accountant and Company Secretary. She has participated in the Program for Global Leadership (PGL) in 2001 and Advanced Management Program (AMP) in 2007 of the Harvard Business School. Besides playing a stellar role as CFO, she has also won commendations from external accredited CFO forums. She was conferred the India CFO Award 2005 for 'Excellence in Finance in SME' by IMA India in recognition of her contribution towards enhancing the strategic scope of the finance function and her exemplified excellence in the domain.

She is a director in Sasken Network Engineering Limited.

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

Disclosure in terms of Clause 49(VIII)(E)(2) of the Listing Agreement

There are no inter-se relationships between the Directors.

Annexure to Notice (Contd.)

E - Voting Instructions

The instructions and other information relating to e - voting are as under:

1. The procedure for e - voting is as below:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and Password mentioned in the attendance slip). Your Folio No./DP ID -Client ID will be your User ID. However, if you are already registered with Karvy for e - voting, you can use your existing User ID and password for casting your vote.

User ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 digits beneficiary ID For Members holding shares in Physical Form: <u>Event No. followed by Folio Number registered with the company.</u>
Password	Your Unique password is printed on the attendance slip/sent via e - mail forwarded through the electronic notice.
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A - Z), one lower case (a - z), one numeric value (0 - 9) and a special character. Kindly note that this password can be used by the Demat holders for resolution of any other company on which they are eligible to vote, provided that company opts for e - voting through Karvy Computershare Private Limited e - Voting platform. System will prompt you to change your password and update any contact details like mobile #, e - mail ID, etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the 'EVENT' i.e., Sasken Communication Technologies Ltd.
- vii. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder does not want to cast any vote, select 'ABSTAIN'.
- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- ix. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else click "CANCEL" to modify.
- xii. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s). However, the shareholders can attend the meeting and participate in the discussions, if any.
- xiii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e - mail ID: scrutinizer@sasken.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT No."
- xiv. In case of any queries, you may refer to Frequently Asked Questions (FAQs) for shareholders and e - voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy at Toll Free No. 1 - 800 - 3454 - 001.



E-Voting Instructions

2. The e-voting period commences on Wednesday, September 9, 2015 at 09.00 a.m. and ends on Sunday, September 13, 2015 at 5.00 p.m. (both days inclusive). Please note that e-voting mode shall not be allowed beyond 5.00 p.m. on Sunday, September 13, 2015. During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being Monday, September 7, 2015, may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote electronically shall not vote by way of poll, if held at the Meeting.
3. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of the Companies Act, 2013, as amended, as on the cut-off date, being Monday, September 7, 2015.
4. The Board of Directors have appointed Mr. Gopalakrishnaraj H.H., Company Secretary as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and will make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
6. The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the Resolutions.
7. The Results declared along with the Scrutinizer's Report(s) will be available on the website of the Company (www.sasken.com) and on Service Provider's website (<https://evoting.karvy.com>) within two (2) days of passing of the resolutions and communication of the same to the BSE Limited and the National Stock Exchange of India Limited.

Form No. MGT - 11 Proxy Form



[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

Sasken Communication Technologies Limited

Registered Office: 139/25, Ring Road, Domlur, Bengaluru - 560 071, India
Tel: +91 80 6694 3000; Fax: +91 80 2535 1309

E - mail: investor@sasken.com; Website: www.sasken.com; CIN: L72100KA1989PLC014226

Name	
Registered Address	
E-mail ID	
DP ID*	
Client ID*	
Folio No.	

* Applicable for investors holding shares in electronic form

I/We, being the member(s) of shares of the above named company, hereby appoint

1. Name _____ Address _____
E-mail ID _____ Signature _____ or failing him/her
2. Name _____ Address _____
E-mail ID _____ Signature _____ or failing him/her
3. Name _____ Address _____
E-mail ID _____ Signature _____.

as my/our proxy to attend and vote for me/us and on my/our behalf at the Twenty Seventh Annual General Meeting of the Company, to be held on September 14, 2015 at 10.30 a.m. at the Registered Office of the Company at 139/25, Ring Road, Domlur, Bengaluru - 560 071 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	Type of resolution (Ordinary/Special)	No. of shares held	Optional*	
				I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
Ordinary Business					
1.	Adoption of audited financial statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2015, together with the reports of the Directors and the Auditors thereon.	Ordinary			
2.	(a) Confirming the payment of: (i) special dividend of ₹20.00 per equity share in October, 2014; and (ii) interim dividend of ₹2.50 per equity share in January, 2015. (b) Declaring a final dividend of ₹4.50 per equity share.	Ordinary			
3.	Re - appointment of Mr. Jyotindra B. Mody (DIN:00034851) who retires by rotation.	Ordinary			
4.	Re - appointment of Dr. G. Venkatesh (DIN:00092085) who retires by rotation.	Ordinary			

Item No.	Resolution	Type of resolution (Ordinary/Special)	No. of shares held	Optional*	
				I assent to the resolution Please tick (✓)	I dissent to the resolution Please tick (✓)
5.	Appointment of M/s. S. R. Batliboi & Associates LLP as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, in the casual vacancy caused by the resignation of M/s. S. R. Batliboi & Co. LLP, Chartered Accountants and to fix their remuneration.	Ordinary			
Special Business					
6.	Re-appointment and payment of Remuneration to Mr. Rajiv C. Mody (DIN:00092037), as Chairman & Managing Director.	Ordinary			
7.	Re-appointment and payment of Remuneration to Mr. Krishna J. Jhaveri (DIN:00102729), as Whole Time Director.	Ordinary			
8.	Re-appointment and payment of Remuneration to Ms. Neeta S. Revankar (DIN:00145580), as Whole Time Director & CFO.	Ordinary			
9.	Engaging the services of Dr. G. Venkatesh (DIN:00092085), as a Consultant and fixing the consultancy fee payable to him.	Special			

Signed this _____ day of _____ 2015.

Affix Re.1
Revenue
stamp

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. * It is optional to put '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of member(s) in the above box before submission.
4. Members may note that pursuant to provisions of Section 105 of the Companies Act, 2013 read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. For a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.