



National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1,'G'Block
Bandra -Kurla Complex , Bandra (E)
Mumbai - 400 051

October 15, 2015

By Courier / E-mail

Dear Sirs,

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

Ref: Scrip Code 532663 / SASKEN

With reference to the e-mail dated October 07, 2015 from Ms. Rachna Vyas Baniya, Assistant Manager - Listing Compliance Department, please find enclosed the following documents:

1. Certificate from Mr. S. S. Swamy, an Independent Chartered Accountant stating that Valuation Report is not applicable for the Scheme (Annexure A).
2. Revised certificate issued by the Statutory Auditors', M/s. S.R. Batliboi & Associates LLP dated September 14, 2015 as required under Clause 24(i) of the Listing Agreement in line with SEBI Circular CIR/CFD/DIL/1/2014 dated March 25, 2014 (Annexure B).

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

Thanking you,

Yours faithfully,
For Sasken Communication Technologies Ltd.

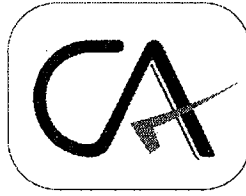
S. Prasad
Associate Vice President & Company Secretary

Encl:

Sasken Communication Technologies Ltd.

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

www.sasken.com



Ref: SAS/SEC/OCT/01/2015

Date 12/10/2015

Certificate of Valuation

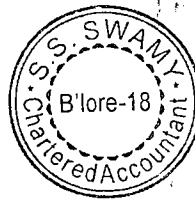
In the matter of Amalgamation of Sasken Network Engineering Limited (Transferor Company) with
Sasken Communication Technologies Limited (Transferee Company).

Based on the Scheme of Amalgamation ('the Scheme') of Sasken Network Engineering Limited (SNEL) with Sasken Communication Technologies Limited (SCTL) as approved by the Board of Directors of both the Companies on September 14, 2015 and according to the information and explanation provided to me, I hereby certify as under:

- a) As on date, SCTL along with its nominees hold the entire paid-up equity share capital of SNEL and thus SNEL is a wholly owned subsidiary of SCTL.
- b) Pursuant to the Scheme, the entire share capital of SNEL will be cancelled.
- c) Accordingly, no valuation process is applicable to the Scheme. In my opinion, I state that the above Scheme is fair and reasonable as, on the amalgamation, no shares of SCTL shall be issued or allotted in respect of the holding of SCTL in SNEL.
- d) The Certificate is issued at the request of SCTL in accordance with Clause 24(f) of the Listing Agreement and SEBI Circular No.CIR/CFD/DIL/5/2013 dated February 4, 2013 read with clarification provided by SEBI Circular No.CIR/CFD/DIL/8/2013 dated May 21, 2013 and should not be used for any other purpose without my prior written consent.

Place : Bengaluru

Date : October 12, 2015




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

S.R. BATLIBOI & ASSOCIATES LLP

Chartered Accountants

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

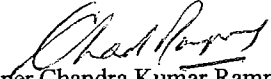
Certificate

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

Dear Sirs,

1. We, the statutory auditors of Sasken Communication Technologies Limited (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in clause 10 of the Draft Scheme of Amalgamation ('the Scheme') between Sasken Communication Technologies Limited ('the Transferee Company') and Sasken Network Engineering Limited ('The Transferor Company'), in terms of the provisions of sections 391 and 394 of the Companies Act, 1956 including the applicable provisions of the Companies Act, 2013 and section 133 of the Companies Act, 2013, with reference to its compliance with the applicable Accounting Standards notified under the Companies Act, 2013 and Other Generally Accepted Accounting Principles .
2. The responsibility for the preparation of the Draft Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Companies involved. Our responsibility is only to examine and report whether the Draft Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this Certificate, nor anything said or done in the course of, or in connection with the services that are subject to this Certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes, issued by the Institute of Chartered Accountants of India.
3. Based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the aforesaid scheme is in compliance with Clause 24(i) of the Listing Agreement and all the applicable Accounting Standards notified by the Central Government under the Companies Act, 1956/ Companies Act, 2013.
4. This certificate is issued at the request of the Sasken Communication Technologies Limited pursuant to the requirements of clause 24(i) of the Listing Agreement for onward submission to the Stock Exchanges. This Certificate should not be used for any other purpose without our prior written consent.

For S. R. Batliboi & Associates LLP
 Chartered Accountants
 ICAI Firm registration number: 101049W


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

