

LETTER OF OFFER

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

This Letter of Offer is being sent to you as a registered Equity Shareholder(s) of Sasken Communication Technologies Limited (the “**Company**”), as on the Record Date in accordance with Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended. If you require any clarification about the action to be taken, you may consult your stock broker or your investment consultant or the Manager to the Buy-back, Karvy Investor Services Limited or the Registrar to the Buy-back, Karvy Computershare Private Limited. Please refer to the section on “Definitions” for the definition of the capitalized terms used herein.




 SASKEN COMMUNICATION TECHNOLOGIES LIMITED CIN - L72100KA1989PLC014226 Registered Office: 139/25, Ring Road, Domlur, Bengaluru - 560 071, India Tel: +91 80 6694 3000; Fax: +91 80 2535 1309; Email: investor@sasken.com; Website: www.sasken.com. Contact Person: Mr. S. Prasad, Associate Vice President & Company Secretary	
Cash offer to buy back upto 41,57,000 fully paid-up equity shares of face value of Rs.10/- each (“ Equity Shares ”), representing 19.48% of the total number of Equity Shares in the issued, subscribed and paid-up Equity Share capital of the Company as on March 31, 2015, from all the Equity Shareholders /Beneficial Owners of the Equity Shares of the Company as on the Record Date, i.e. July 07 2015 (“ Record Date ”), on a proportionate basis, through the “ Tender Offer ” route, at a price of Rs.260/- (Rupees Two Hundred Sixty Only) per Equity Share for an aggregate amount of Rs. 10,808.20 lakhs (Rupees Ten Thousand eight hundred eight lakhs and twenty thousand) (“ Buy-back size ”).	
The Buy-back Offer is pursuant to Section 68 and all other applicable provisions of the Companies Act, 2013, as amended (“ the Act ”) and provisions contained in the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the “ Buy-back Regulations ”) and in accordance with the provisions contained in Article 172 of the Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary, from time to time from statutory authorities including but not limited to Securities and Exchange Board of India, Stock Exchanges, Reserve Bank of India, etc. BSE is the designated Stock Exchange.	
The payment consideration for the shares accepted, will be directly credited by the Clearing Corporation of the Stock Exchanges through whom the shares have been tendered under the Offer.	
A copy of the Public Announcement, Corrigendum to Public Announcement and the Letter of Offer (including the Tender Form) is expected to be available on the website of the Securities and Exchange Board of India at www.sebi.gov.in .	
Equity Shareholders are advised to refer to Details of the Statutory Approvals and Note on Taxation on page 28 and on page 35, respectively, of this Letter of Offer, before tendering their Equity Shares in the Buy-back Offer.	
BUY-BACK OPENS ON	MONDAY, AUGUST 10, 2015
BUY-BACK CLOSES ON	MONDAY, AUGUST 24, 2015
MANAGER TO THE BUY-BACK	REGISTRAR TO THE BUY-BACK
	
KARVY INVESTOR SERVICES LIMITED “Karvy House”, 46, Avenue 4, Street No. 1, Banjara Hills, Hyderabad – 500 034, Tel.: 91 40 2342 8774/ 2331 2454 Fax : 91 40 2337 4714/ 2331 1968 Contact Person: Mr. M.P. Naidu Email: cmg@karvy.com Investor Grievance Email: igmbd@karvy.com SEBI Registration Number: INM000008365 CIN: U67120TG1997PLC026253	KARVY COMPUTERSHARE PRIVATE LIMITED Karvy Selenium Tower B, Plot No.31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel: +91 40 6716 2222. Toll Free No.: 1-800-3454-001. Fax: 91 40 2343 1551. Contact person: Mr. M. Muralikrishna, Email: murali.m@karvy.com SEBI Registration No: INR000000221 CIN: U74140TG2003PTC041636

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1) SCHEDULE OF ACTIVITIES

Activity	Day & Date
Date of Board Meeting approving the Buy-back	Thursday, April 23, 2015
Date of special resolution by the Equity Shareholders of the Company by way of postal ballot approving the Buy-back	Thursday, June 25, 2015
Date of publication of Public Announcement	Monday, June 29, 2015
Date of publication of Corrigendum to Public Announcement	Saturday, August 01, 2015
Record Date for determining the Buy-back entitlement and the names of Eligible Shareholders	Tuesday, July 07, 2015
Date of Opening of Buy-back	Monday, August 10, 2015
Date of Closing of Buy-back	Monday, August 24, 2015
Last date of verification by Registrar	Monday, August 31, 2015
Last date of providing Acceptance to the Stock Exchanges by the Registrar	Monday, August 31, 2015
Last date of completion of settlement by the clearing corporation of the Stock Exchanges	Wednesday, September 02, 2015
Last date of dispatch of share certificates not accepted under the Buy-back Offer	Wednesday, September 02, 2015
Last date of Extinguishment of Equity Shares	Friday, September 11, 2015

2) DEFINITION OF KEY TERMS

Acceptance	Acceptance of Equity Shares, tendered by Eligible Persons in the Buy-back process
Act / Companies Act	The Companies Act, 2013, as amended including rules therein
Acquisition Window/Offer to Buy/OTB	The facility for acquisition of shares through Stock Exchange mechanism pursuant to offer made available by the Stock Exchanges in the form of a separate window
Articles	Articles of Association of the Company
Additional Shares / Additional Equity Shares	Additional eligible Equity Shares tendered by an Eligible Person over and above the Buy-back Entitlement of such Shareholder. Eligible Equity Shares means the minimum of: - Total number of Equity Shares tendered by an Eligible Person or - Total number of Shares held by such Shareholder as on the Record Date
Board/Board of Directors	Board of Directors of the Company, or the Committee constituted for the purpose of Buy-back
Broker to the Offer/Buyer's Broker/Company's Broker	Karvy Stock Broking Limited
BSE	BSE Limited
Buy-back Entitlement	The number of Equity Shares that a Equity shareholder is entitled to tender in the Buy-back Offer, based on the number of Equity Shares held by that Equity Shareholder, on the Record date and the ratio of Buy-back applicable in the category, in which such Equity Shareholder

	belongs.
Buy-back Offer / Buy-back / Offer	Offer by Sasken Communication Technologies Limited to buy-back up to 41,57,000 fully paid-up Equity Shares of face value of Rs.10 each at a price of Rs.260 per Equity Share for cash aggregating upto Rs.10,808.20 lakhs (Rupees Ten thousand eight hundred eight lakhs and twenty thousand) from the Equity Shareholders/Beneficial Owners of the Equity Shares of the Company through Tender Offer route, on a proportionate basis.
CDSL	Central Depository Services (India) Limited
Clearing Corporation	Clearing Corporation of the BSE and NSE
Company	Sasken Communication Technologies Limited.
Company Depository Account	A depository account named “ SASKEN COMMUNICATION TECHNOLOGIES LIMITED ” opened by the Company with Karvy Stock Broking Limited.
Corrigendum to PA	Corrigendum to Public Announcement dated July 31, 2015 issued in all the editions of Financial Express (English national daily) & Jansatta (Hindi national daily) and Bengaluru edition of Kannada Prabha (regional language daily) published on August 01, 2015.
DP	Depository Participant
Depositories	Collectively, National Securities Depository Limited and Central Depository Services (India) Limited
Designated Stock Exchange	BSE Limited
Draft Letter of Offer (DLoF)	The Draft Letter of Offer dated July 02 , 2015 filed with SEBI through the Manager to the Buy-back, containing disclosures in relation to the Buy-back as specified in Schedule III of the Buy-back Regulations
Eligible Person (s)	Person(s) eligible to participate in the Buy-back Offer and would mean all Equity Shareholders / Beneficial Owner(s) of Equity Shares of the Company as on Record Date i.e. July 07 , 2015
Equity Shares / Shares	Fully paid up Equity Shares of face value of Rs.10 each of the Company
Equity Shareholder(s) / Shareholders	Holder(s) of the Equity Shares and includes beneficial owners thereof
Escrow Bank/Escrow	Union Bank of India
Escrow Account	The Escrow Account opened with Union Bank of India
Escrow Agreement	The escrow agreement dated July 31, 2015 entered into amongst the Company, Union Bank of India and Karvy Investor Services Limited.
FEMA	Foreign Exchange Management Act, 1999, as amended
Form / Tender Form	Form of Acceptance–cum–Acknowledgement
FII(s)	Foreign Institutional Investor(s)
HUF	Hindu Undivided Family
IT Act/Income Tax Act	Income Tax Act, 1961, as amended
Letter of Offer / LOF / Offer Document (LoF)	The Letter of Offer filed with SEBI, through the Manager to the Buy-back, containing disclosures in relation to the Buy-back as specified in Schedule III of the Buy-back Regulations, incorporating comments that were received from SEBI on the Draft Letter of Offer
Manager to the Buy-back/KISL	Karvy Investor Services Limited
Non-Resident Shareholders	Includes Non-Resident Indians (NRI), Foreign Institutional Investors (FII) and erstwhile Overseas Corporate Bodies (OCB)
NSE	The National Stock Exchange of India Limited
NRE Account	Non-residents external account.

NSDL	National Securities Depository Limited
Offer Period	Ten working days from the date of opening of the Buy-back
Offer Price/ Buy-back Price	Price at which Equity Shares will be bought back from the Shareholders i.e. Rs.260 per fully paid up Equity Share, payable in cash
Offer Size/ Buy-back Size	Number of Equity Shares proposed to be bought back (i.e. 41,57,000 Equity Shares of face value of Rs.10 each) multiplied by the Offer Price (i.e. Rs. 260 per Equity Share) aggregating to Rs.10,808.20 lakhs (Rupees Ten thousand eight hundred eight lakhs and twenty thousand)
PA/ Public Announcement	Public Announcement regarding the Buy-back dated June 27, 2015 issued in all the editions of Financial Express (English national daily) & Jansatta (Hindi national daily) and Bengaluru edition of Kannada Prabha (regional language daily) published on June 29, 2015.
Persons in Control	Promoters, Promoter Group and Persons Acting in Concert, including such persons as have been disclosed under the filings made by the Company from time to time under the extant Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
RBI	Reserve Bank of India
Recognised Stock Exchange/Stock Exchanges	BSE and NSE, being the stock exchanges where the Equity Shares of the Company are listed.
Record Date	The date for the purpose of determining the entitlement and the names of the Shareholders, to whom the Letter of Offer and Tender Offer Form will be sent and who are eligible to participate in the proposed Buy-back offer in accordance with Buy-back Regulations. The Record Date shall be July 07, 2015
Registrar to the Offer / Registrar to the Buy-back	Karvy Computershare Private Limited
Regulations / SEBI Regulations / SEBI Buy-back Regulations / Buy-back Regulations	The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, for the time being in force including any statutory modifications and amendments made from time to time
SEBI	The Securities and Exchange Board of India
Shareholder	A holder, holding shares as on the Record Date
Small Shareholder	A Shareholder of a listed company, who holds Equity Shares or other specified securities whose market value, on the basis of closing price of Equity Shares or other specified securities, on the recognized stock exchange in which highest trading volume in respect of such security, as on record date, i.e. July 07, 2015 is not more than Rupees Two lakhs
Takeover Code 2011/SEBI (SAST) Regulations, 2011	Securities and Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 as amended
Tender Form	Form of Acceptance cum Acknowledgement
Tender Offer	Method of Buy-back as defined in Regulation 2(1)(o) of the Buy-back Regulations

3) DISCLAIMER CLAUSE

As required, a copy of this draft Letter of Offer has been submitted to SEBI. It is to be distinctly understood that submission of this draft Letter of Offer to SEBI should not in any way be deemed or construed that the same has been cleared or approved by SEBI. SEBI does not take any responsibility either for the financial soundness of the Company to meet the Buy-Back commitments or for the correctness of the statements made or opinions expressed in this draft Letter of Offer. The Manager to the Buy-back, Karvy Investor Services Limited, has certified that the disclosures made in this draft Letter of Offer are generally adequate and are in conformity with the provisions of the Companies Act and Buy-back Regulations. This requirement is to facilitate investors to take an informed decision for tendering their Equity Shares in the Buy-back. It should also be clearly understood that while the Company is primarily responsible for the correctness, adequacy and disclosure of all relevant information in this draft Letter of Offer, the Manager to the Buy-back is expected to exercise due diligence to ensure that the Company discharges its duty adequately in this behalf and towards this purpose. Pursuant to this requirement, the Manager to the Buy-Back, Karvy Investor Services Limited, has furnished to SEBI a Due Diligence Certificate dated July 02, 2015 in accordance with Buy-back Regulations, which reads as follows:

“We have examined various documents and materials relevant to the Buy-back as part of the due diligence carried out by us in connection with the finalization of the public announcement dated June 27, 2015 (the “Public Announcement”) and the Draft Letter of Offer dated July 02, 2015 (“DLoF”). On the basis of such examination and the discussions with the Company, we hereby state that:

- The Public Announcement and the DLoF are in conformity with the documents, materials and papers relevant to the Buy-back;
- All the legal requirements connected with the said offer including the SEBI (Buy-back of Securities) Regulations, 1998, as amended, have been duly complied with;
- The disclosures in the Public Announcement and the DLoF are, to the best of our knowledge, true, fair and adequate in all material respects for the shareholders of the Company to make a well informed decision in respect of the captioned Buy-back;
- Funds used for Buy-back shall be as per the provisions of the Companies Act.
- The Directors of the Company declare and confirm that no information/ material likely to have a bearing on the decision of Eligible Persons has been suppressed / withheld and / or incorporated in the manner that would amount to mis-statement/ misrepresentation and in the event of it transpiring at any point of time that any information/ material has been suppressed/ withheld and/ or amounts to a mis-statement/ misrepresentation, the Directors and the Company shall be liable for penalty in terms of the provisions of the Companies Act and the Buy-back Regulations.”

The Directors of the Company also declare and confirm that funds borrowed from banks and financial institutions will not be used for the Buy-back.

4) TEXT OF THE RESOLUTION PASSED AT THE BOARD MEETING

The Buy-back through a tender offer has been duly authorized by the resolution passed by the Board of Directors of the Company at their meeting held on April 23, 2015. The Extract of the relevant resolution are as follows:

RESOLVED THAT in accordance with the provisions contained in Article 172 of the Articles of Association of the Company, Section 68 and other applicable provisions of the Companies Act, 2013 (the Companies Act) and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the Buy-Back Regulations or the Regulations) and such other permissions and exemptions as may be required from applicable regulatory and statutory authorities and subject to approval of the members of the Company through Postal Ballot, the consent of the Board of Directors of the Company (herein referred to as the Board which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby accorded for the buy-back up to 41,57,000 (Forty One Lakhs Fifty Seven Thousand) equity shares of the face value of Rs.10 each (representing 19.48% of the total paid-up equity share capital of the Company) at a price of Rs.260 (Rupees Two Hundred and Sixty only) per equity share payable in cash for a total consideration not exceeding Rs.10,809.38 lakhs (Rupees Ten thousand eight hundred and nine lakhs and thirty eight thousand), which is 25% of the total paid-up equity capital and free reserves as per the audited accounts

of the Company for the financial year ended March 31, 2015, through the “Tender Offer” route as prescribed under the Buy-Back Regulations (the process being referred hereinafter as buy-back), on a proportionate basis, from the equity shareholders / beneficial owners of the equity shares of the Company of face value of Rs.10 each (the equity shares) as on the record date, including those who are promoters, members of promoter group, and persons acting in concert (it being understood that the “promoter”, “promoter group”, and “persons acting in concert” will be such persons as have been disclosed under the filings made by the Company under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended).

FURTHER RESOLVED THAT the Buy-back shall have a reservation for small shareholders in terms of the Buy-back Regulations.

FURTHER RESOLVED THAT the amount required by the Company for the Buy-back is intended to be met out of current surplus and/or cash and cash equivalents and/or internal accruals and/or liquid resources of the Company as the Board or a duly constituted committee thereof may decide from time to time.

FURTHER RESOLVED THAT Mr. S. Prasad, Company Secretary, be and is hereby appointed as the Compliance Officer for the proposed Buy-back.

FURTHER RESOLVED THAT the Board of Directors confirm with reference to the Buy-back process:

- i. That the equity shares of the Company are fully paid up.
- ii. That the Company shall not issue or allot any Equity Shares including by way of bonus or convert any outstanding securities into Equity Shares, from the date of the Announcement of Postal Ballot results till the date of closure of this Buy-back.
- iii. The Company shall not issue fresh Equity Shares within a period of one year after the completion of Buy-back except in discharge of subsisting obligations.
- iv. That the Company shall not Buy-back any locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
 - v. That the Company shall not Buy-back its shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement.
- vi. That the Company shall not directly or indirectly purchase its own equity shares through any subsidiary company including its own subsidiary companies or through any investment company or group of investment companies
- vii. That the company shall not make any offer of Buy-back within a period of one year reckoned from the date of closure of the Buy-back.
- viii. That there are no defaults subsisting in the repayment of Deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.
- ix. That the ratio of the aggregate of secured and unsecured debts owned by the Company after the Buy-back is not more than twice the paid up capital and free reserves of the Company.
- x. That there is no pendency of any scheme of amalgamation or compromise or arrangement pursuant to the provisions of the Companies Act outstanding as on date.

FURTHER RESOLVED THAT any two of the following Directors viz., Mr. Rajiv C. Mody, Chairman & Managing Director, Ms. Neeta S. Revankar, Whole-time Director & CFO , Dr. G. Venkatesh, Director be and are hereby jointly and/or severally authorized to sign the Public Announcement and Letter of Offer along with Mr. S. Prasad, Company Secretary.

FURTHER RESOLVED THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to Buy-back any shares, and / or impair any power of the Company or the Board to terminate any process in relation to such Buy-back as permissible by law.

FURTHER RESOLVED THAT the Buy-Back of shares from Non-Resident Shareholders, Overseas Corporate Bodies, Shareholders of foreign nationality, etc. shall be subject to such approval of the Reserve Bank of India, if any, as may be required under the Foreign Exchange Management Act, 1999 and relevant rules and regulations

FURTHER RESOLVED THAT Mr. Rajiv C. Mody, Chairman & Managing Director, Ms. Neeta S. Revankar, Whole-time Director & CFO, Dr. G. Venkatesh, Director, Mr. B. Ramkumar, Vice President – Finance and Mr. S. Prasad, Company Secretary be and are hereby jointly and/or severally authorized to sign all the forms, documents, applications, undertakings and such other documents and to do all such acts, deeds and things as may be necessary, expedient or proper with regard to the implementation of the Buy-back, including:

- 1) The appointment of Merchant Bankers, Brokers, Lawyers, Registrars, Advertising Agency and other Advisors, Consultants or Representatives;
- 2) Fix record date in accordance with the Buy-back Regulations for determining the shareholders from whom the Buy-back shall be made;
- 3) To prepare, modify, make alterations, additions, deletions, variations, amendments or correction to and approve/file the final public announcement, draft Letter of Offer and final Letter of Offer, The filing of Declaration of Solvency, certificate of extinguishment of shares and physical destruction of share certificates and all other documents required to be filed in connection with the Buy-back with Securities and Exchange Board of India/Stock Exchanges/Registrar of Companies, National Securities Depository Limited, Central Depository Services (India) Limited and other appropriate authorities;
- 4) The making of all applications to the appropriate authorities for their requisite approvals;
- 5) The opening, operation and closure of all necessary accounts such as Broking Account, Escrow Account, Special account(s) and any other bank account(s) and Depository Account for the purpose of the Buy-back and authorize persons to operate the said accounts;
- 6) To arrange for bank guarantees as may be necessary for the Buy-back in accordance with applicable laws;
- 7) To settle all such questions, difficulties or doubts that may arise in relation to the implementation of the Buy-back;
- 8) To delegate all or any of the authorities conferred as above to any Officer(s)/Authorized Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be felt necessary or as may be suggested by the appropriate authorities or advisors.

FURTHER RESOLVED THAT the Common seal of the Company if required be affixed on such documents in the presence of any one of the Directors and duly countersigned by the Company Secretary.

RESOLVED THAT the Board hereby confirms that it has made a full enquiry into the affairs and prospects of the Company and has formed the following opinion:

- a) That immediately following the date of this Board Meeting and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts.
- b) That as regards the Company's prospects for the year immediately following the date of this Board Meeting as well as the year immediately following the date on which the results of the Postal Ballot will be declared approving the Buy-back, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of this Board Meeting or as the case may be, within a period of one year from the date on which the results of the Postal Ballot will be declared.
- c) In forming its opinion aforesaid, the Board has taken into account the liabilities as if the Company were being wound up under the provisions of the Act (including prospective and contingent liabilities).
- d) That the debt equity ratio of the Company after the Buy-back will be within the limit of 2:1 as prescribed under the Act.

Adoption of Statement of Assets and Liabilities

RESOLVED THAT in terms of Section 68(6) of the Act read with Regulation 8(7) of the Regulations, the Board hereby adopts the Statement of Assets and Liabilities in the prescribed Form SH 9 as at March 31, 2015 as per draft placed before the Board and initialed by the Chairman for the purpose of identification and authorises Mr. Rajiv C. Mody, Chairman & Managing Director together with anyone of the following Directors viz. Dr. G. Venkatesh or Ms. Neeta S. Revankar to sign the same.

RESOLVED FURTHER THAT the said Statement of Assets and Liabilities be appended to the Declaration of Solvency to be filed with the Registrar of Companies, Karnataka, Securities and Exchange Board of India, BSE Limited and the National Stock Exchange of India Limited.

Authorization for Postal Ballot Process Buy-back of Equity Shares

RESOLVED THAT pursuant to Section 110 of the Act read with Rule 22 of Companies (Management and Administration) Rules, 2014 that the resolutions set out herein for the buy-back of equity shares of the Company, approval of the Board be and is hereby accorded to conduct a Postal Ballot to seek the approval of the Members of the Company by a Special Resolution and that the Notice together with the Explanatory Statement annexed hereto, placed before the Board, be and is hereby approved and be issued to the Members.

FURTHER RESOLVED THAT Mr. Gopalakrishnaraj H.H., Company Secretary in Practice be and is hereby appointed as Scrutinizer to conduct the Postal Ballot Voting Process and is hereby authorized to do such acts and deeds as may be necessary in this regard.

FURTHER RESOLVED THAT Mr. Rajiv C. Mody, Chairman & Managing Director, Ms. Neeta S. Revankar, Whole-time Director & CFO and Mr. S. Prasad, Company Secretary be and are hereby made responsible for the entire Postal Ballot process and that they are hereby jointly and/or severally authorized to sign the necessary applications, documents, agreements, deeds, writings and to do all such acts, deeds and things as may be necessary.

5) DETAILS OF THE PUBLIC ANNOUNCEMENT

As per Regulation 8(1) of the Buy-back Regulations, the Company has made a Public Announcement dated June 27, 2015 for the Buy-back of Equity Shares published on June 29, 2015 in the following newspapers, which is within two working days from the date of passing the special resolution by the Equity Shareholders of the Company approving the Buy-back through postal ballot, the result of which was declared on June 25, 2015. Further, a Corrigendum to Public Announcement was issued in all the under mentioned newspapers on August 01, 2015.

Name of the Newspaper	Language	Editions
Financial Express	English	All
Jansatta	Hindi	All
Kannada Prabha	Kannada	Bengaluru

(A copy of the Public Announcement and Corrigendum to Public Announcement is available on the SEBI website at www.sebi.gov.in)

6) DETAILS OF THE BUY-BACK

6.1 The Buy-back Offer has been authorized by a resolution of the Board of Directors of Sasken Communication Technologies Limited (“SCTL” or “the Company”) on April 23, 2015, and by the equity shareholders by a special resolution, through postal ballot notice dated April 23, 2015 (“Postal Ballot Notice”), the result of which was announced on June 25, 2015. The equity shareholders have approved the buy-back of up to 41,57,000 (Forty one lakhs fifty seven thousand) fully paid-up Equity Shares from the existing shareholders / beneficial owners of Equity Shares of the Company, on a proportionate basis, through the **tender offer** process, in accordance with the provisions contained in Article 172 of the Articles of Association of the Company, Section 68 and all other applicable provisions, of the Companies Act, 2013 (the “Act”) and the

provisions contained in the **Buy-back Regulations** subject to approval(s) as may be necessary from statutory authorities including but not limited to Securities and Exchange Board of India (“SEBI”), BSE Limited (“BSE”), National Stock Exchange of India Limited (“NSE”), Reserve Bank of India, etc. at a price of Rs.260 (Rupees Two hundred and sixty) per Equity Share (“**Buy-back Price**”) payable in cash, for an aggregate maximum amount of upto Rs.10,809.38 lakhs (Rupees Ten thousand eight hundred nine lakhs and thirty eight thousand) and the amount proposed to be expended for the Buyback is Rs.10,808.20 lakhs (Rupees Ten thousand eight hundred eight lakhs and twenty thousand) (“**Buy-back Size**”). The Buy-back Size represents less than **25%** of the total paid-up equity capital and free reserves as per the audited accounts of the Company for the financial year ended March 31, 2015 which stands at Rs.43,237.50 lakhs. The Buy Back Size does not include any expenses incurred or to be incurred for the Buy Back like SEBI filing fees, advisors fees, Public Announcement publication expenses, printing & dispatch expenses and other incidental and related expenses.

- 6.2 The amount required by the Company for the said buy-back aggregating to Rs.**10,808.20 lakhs** will be met out of current surplus and / or cash and cash equivalents and / or internal accruals of the Company. The maximum amount utilized for the Buy-back will not exceed 25% of the paid up Equity Share capital and Free Reserves of the Company as on March 31, 2015. The Company proposes to Buy-back upto **41,57,000** (Forty one lakhs fifty seven thousand) fully paid-up Equity Shares of face value of Rs.10 each, in the proposed Buy-back through tender offer. Further, under the Act, the number of equity shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity share capital of the company in that financial year. The Company proposes to buy-back up to 41,57,000 Equity Shares representing 19.48% of the total paid up equity share capital of the Company as on March 31, 2015.
- 6.3 The buy-back price of Rs.260 per Equity Share has been arrived at after considering various factors such as volume weighted average prices of equity shares of the Company on BSE and NSE where the equity shares of the Company are listed.
- 6.4 The buy-back price of Rs.260 per equity share represents a premium of 12.72% and 13.16% over the average of the weekly high and low of the volume weighted average price of the Company’s equity shares on NSE and BSE respectively for 26 weeks preceding the date of intimation to the Stock Exchanges regarding the Board Meeting to consider the proposal of the Buy-back and 7.86% (NSE) and 7.85 % (BSE) over the average of the weekly high and low of the volume weighted average prices of the Company’s equity shares for 2 weeks preceding the date of intimation to the Stock Exchanges regarding the Board Meeting to consider the proposal of the Buy-back.

(i) (a) The aggregate shareholding of the Promoters, Promoter Group and Persons Acting in Concert as on June 26, 2015 (being the latest benpos available prior to the date of the Public Announcement) is as under:

Category	No. of Equity Shares Held	% of Existing Equity Share Capital
Promoters	11,32,307	5.30
Promoter Group	67,31,463	31.52
Persons Acting in Concert*	9,13,987	4.28
Total	87,77,757	41.10

* includes the shareholding of Whole-time Directors of the Company and their relatives who are not promoters. The same is being consolidated with the existing aggregate holding of the Promoters and Promoter Group as a matter of abundant caution.

(ii) Details of transactions – purchase/sale/transfer/gift – undertaken by the Promoters and/or Promoter Group, and/or persons who are Acting in Concert of the Company from a period of six months preceding the date of Board Meeting i.e., April 23, 2015 at which the Board recommended the proposal for Buy-back till the date of Postal Ballot Notice:-

Name	Aggregate no. of shares purchased or sold	Nature of transaction	Maximum price (Rs.)	Date of maximum price	Minimum price (Rs.)	Date of minimum price
Nilima Doshi	25,779	Market Purchase	240.00	December 10, 2014 December 11, 2014 December 12, 2014	217.10	February 6, 2015
Mahendra Jhaveri	(16,000)	Market Sale	253.59	January 19, 2015	213.82	February 6, 2015
Arti Mody	90,000	Received as gift	N.A	N.A	N.A	N.A

(iii) In terms of the Buy-back Regulations, under the tender offer route, the Promoter and Promoter Group have the option to participate in the Buy-back. In this regard, the promoter and promoter group have expressed their intention vide their letter dated June 26, 2015 to participate in the buy-back and offer upto an aggregate maximum of 6,88,147 equity shares or such lower number of shares as required in compliance with the Buy-back Regulations (earlier the promoter and promoter group have expressed their intention to participate in the Buy-back offer to the extent of 7,57,220 equity shares vide their letter dated April 23, 2015).

The details of date and price of acquisition of the Equity Shares that the Promoter and Promoter Group intend to tender are stated below:

Sl. No.	Date of Acquisition	No. of Shares	Cost of Acquisition per Equity Share (in Rs.)	Mode of Acquisition	Maximum no. of Equity Shares intended to be tendered
Naina M. Jhaveri					
1	April 11, 1999	14,500	N.A.	Gift	14,500
Total		14,500			
Pramila Yashvant Chokshi					
1	April 11, 1999	2,000	N.A.	Gift	2,000
Total		2,000			
Brinda Madhukar Jhaveri					
1	April 11, 1999	10,000	N.A.	Gift	10,000
Total		10,000			
Jigna M. Jhaveri					
1	April 11, 1999	15,000	N.A.	Gift	16,928
2	April 11, 2003	1,927	30.00	Rights Issue	
3	July 16, 2004	1	30.00	Issued for Consolidation	
Total		16,928			
Vrajraj Madhuker Jhaveri					

1	April 11, 1999	99,900	N.A.	Gift	99,900
Total		99,900			
Madhukar J. Jhaveri					
1	April 11, 1999	87,250	N.A.	Gift	98,625
2	January 6, 2009	3,047	66.12	Market Purchase	
3	January 14, 2009	1,953	53.69	Market Purchase	
4	January 14, 2009	25	53.00	Market Purchase	
5	June 26, 2009	6,350	0.00	Gift	
Total		98,625			
Malti M. Jhaveri					
1	August 12, 1991	5,000	10.00	Preferential Issue	62,166
2	January 16, 1996	11,000	10.00	Preferential Issue	
3	March 26, 1996	16,000	N.A.	Bonus Issue	
4	February 20, 1997	16,000	N.A.	Bonus Issue	
5	September 30, 1997	6,501	N.A.	Bonus Issue	
6	August 18, 1998	440	N.A.	Bonus Issue	
7	January 1, 2000	200	850.00	Off market purchase	
8	March 24, 2008	2,000	87.59	Market Purchase	
9	August 24, 2008	25	88.00	Market Purchase	
10	January 27, 2014	5,000	177.12	Market Purchase	
Total		62,166			
Mahendra J. Jhaveri					
1	January 16, 1996	54,115	10.00	Preferential Issue	66,179
2	October 8, 1999	286	300.00	Rights Issue	
3	March 12, 2001	100	650.00	Off market Purchase	
4	April 11, 2003	2,677	30.00	Rights Issue	
5	July 16, 2004	1	30.00	Issued for Consolidation	
6	March 24, 2008	2,000	91.05	Market Purchase	
7	July 17, 2009	2,000	N.A.	Gift	
8	November 25, 2013	500	148.94	Market Purchase	
9	November 26, 2013	500	147.46	Market Purchase	
10	November 27, 2013	1,000	146.63	Market Purchase	
11	November 28, 2013	418	146.39	Market Purchase	
12	November 29, 2013	602	146.24	Market Purchase	
13	December 2, 2013	580	147.16	Market Purchase	
14	December 4, 2013	1,400	156.59	Market Purchase	
Total		66,179			
Dhruv Mahendra Jhaveri					
1	April 11, 1999	1,90,000	N.A.	Gift	197,166
2	April 11, 2003	3,164	30.00	Rights Issue	
3	July 16, 2004	2	30.00	Issued for Consolidation	

4	March 24, 2008	2,000	91.12	Market Purchase	
5	December 2, 2013	1,000	147.18	Market Purchase	
6	December 4, 2013	1,000	158.46	Market Purchase	
Total		1,97,166			
Abhishek Madhukar Jhaveri					
1	April 11, 1999	94,903	N.A.	Gift	
2	June 21, 2006	1,000	297.79	Market Purchase	105,000
3	July 19, 2006	1,000	282.00	Market Purchase	
4	September 27, 2006	47	386.32	Market Purchase	
5	September 27, 2006	50	386.27	Market Purchase	
6	August 31, 2007	2,500	344.00	Market Purchase	
7	January 22, 2008	1,000	146.45	Market Purchase	
8	February 11, 2008	500	127.52	Market Purchase	
9	February 15, 2008	500	131.22	Market Purchase	
10	February 20, 2008	500	127.80	Market Purchase	
11	January 30, 2009	3,000	54.48	Market Purchase	
Total		1,05,000			
Nila M. Jhaveri					
1	March 24, 2008	5,846	145.00	Market Purchase	15,683
2	January 16, 2009	1,837	53.33	Market Purchase	
3	December 6, 2013	1,000	147.23	Market Purchase	
4	December 13, 2013	2,000	157.60	Market Purchase	
5	January 27, 2014	5,000	179.45	Market Purchase	
Total		15,683			

Further, the Promoter and Promoter Group members of the Company confirm that they have not purchased/sold any Equity Shares of the Company from the date of Public Announcement till the date of the Letter of Offer.

Pursuant to the proposed buy-back of Equity Shares and depending on the response to the buy-back offer, the voting rights of the Promoter and Promoter Group in the Company may increase from **41.10%** of the total voting rights of the Company to a maximum of **49.78%** (assuming that the entire size of the Buy-back Offer is accepted, including the reduction in holding arising out of Promoters and Promoters Group participation in buy-back). The Promoter and Promoter Group are already in control over the Company and therefore such further increase in voting rights of the Promoter and Promoter Group will not result in any change in control over the Company.

7) AUTHORITY FOR THE BUY-BACK

Pursuant to the provisions of Section 68 and all other applicable provisions, if any, of the Act, and in accordance with Article 172 of the Articles of Association of the Company and subject to the provisions of the Buy-back Regulations, and from any other statutory and/or regulatory authority, as may be required and which may be agreed to by the Board and/or any committee thereof, the Buy-back through a tender offer has been duly authorized by:

- (i) Resolution passed by the Board of Directors at its meeting held on April 23, 2015.
- (ii) A special resolution passed by the Equity Shareholders of the Company in terms of the provisions of Section 110 of the Companies Act, 2013 read Rule 22 of Companies (Management and Administration) Rules, 2014. The notice dated April 23, 2015 along with the explanatory statement for the special

resolution in respect of the Buy-back was sent to all members of the Company. The result of the postal ballot was announced on June 25, 2015, which is the date when the special resolution is deemed to have been passed by the Equity Shareholders.

8) NECESSITY OF THE BUY-BACK

8.1 The Board of Directors is of the view that the proposed Buy-back will help the Company in achieving the following objectives:-

The Buy-back proposal through Tender Offer route is being implemented in keeping with the Company's desire to enhance overall shareholders' value. The Buy-back would lead to reduction in outstanding number of Equity Shares and may consequently increase earnings per equity share over a period of time. This would in turn lead to improvement in return on net worth and other financial ratios and contribute to maximization of overall shareholders' value.

The Buy-back is a more efficient form of distributing surplus cash to the equity shareholders compared to other alternatives including interim dividend, inter-alia, for the following reasons:-

- i. The Buy-back gives an option to the equity shareholders to either participate in the Buy-back and receive cash in lieu of Equity Shares accepted under the Buy-back or not participate in the Buy-back and enjoy a resultant increase in their percentage shareholding in the Company post the Buy-back ;
- ii. The Buy-back would help in improving certain key financial ratios of the Company and;
- iii. The Buy-back, which is being implemented through the Tender Offer route would involve a reservation for small shareholders as defined in the Buy-back Regulations. As defined in the Buy-back Regulations, a "small shareholder" is a shareholder who holds equity shares having market value, on the basis of closing price on the recognized stock exchange in which highest trading volume in respect of such equity shares, as on the Record Date, of not more than Rs.2,00,000 (Rupees two lakhs).

9) MANAGEMENT DISCUSSION AND ANALYSIS OF THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

- (i) The Buy-back is not likely to cause any material impact on the profitability/earnings of the Company except a reduction in the amount available for investment, which the Company could have otherwise deployed towards generating investment income. Assuming response to the Buy-back is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buy-back Entitlement, the funds deployed by the Company towards the Buy-back would be Rs.10,808.20 lakhs (Rupees Ten thousand eight hundred eight lakhs and twenty thousand).
- (ii) A certain Promoter and a certain Promoter Group of the Company have expressed their intention, to participate in the Buy-back, and tender the Equity Shares as given below or as required in compliance with the Buy-back Regulations/terms of the Buy-back:

Sl. No.	Name of the Promoter / Promoter Group	Maximum no. of Equity Shares intended to be tendered
1	Naina M. Jhaveri	14,500
2	Pramila Yashvant Chokshi	2,000
3	Brinda Madhukar Jhaveri	10,000
4	Jigna M. Jhaveri	16,928
5	Vrajraj Madhuker Jhaveri	99,900
6	Madhukar J. Jhaveri	98,625
7	Malti M. Jhaveri	62,166
8	Mahendra J. Jhaveri	66,179

9	Dhruv Mahendra Jhaveri	1,97,166
10	Abhishek Madhukar Jhaveri	1,05,000
11	Nila M. Jhaveri	15,683
	Total	6,88,147

- (iii) Assuming response to the Buy-back is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buy-back Entitlement, the aggregate shareholding of the Promoters and Promoter Group post the Buy-back will increase from 41.10% to 49.78% of the post Buy-back Equity Share Capital of the Company (assuming that the entire size of the Buyback Offer is accepted, including the reduction in holding arising out of Promoters and Promoters Group participation in buy-back). The Promoter and Promoter Group are already in control over the Company and therefore such further increase in voting rights of the Promoter and Promoter Group will not result in any change in control over the Company. Further, the Promoter Directors did not participate in the discussion nor vote thereon at the Board Meeting held on April 23, 2015 while authorizing the buyback and the Promoter and Promoter Group did not participate in the Shareholders Resolution authorizing the buy-back under section 68 of the Act. Therefore, in terms of regulation 10(4)(c) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended ("SEBI Takeover Regulations") despite the increase in voting rights of the Promoter and Promoter Group from 41.10% to 49.78%, the Promoter and Promoter Group are exempted from an obligation to make an open offer under the SEBI Takeover Regulations.

Further such increase in voting rights of the Promoter and Promoter Group will be consequential and indirect in nature and the resultant voting rights of the Promoter and Promoter Group after the buy-back offer shall be within the limit of permissible maximum non-public shareholding in the Company as prescribed under clause 40A of the Listing Agreement entered into with the Stock Exchanges read with the Securities Contracts (Regulations) Rules, 1957.

The Promoter and Promoter Group undertake and confirm that they shall also comply with regulation 10(6) & 10(7) of the SEBI Takeover Regulations as per the timelines stipulated therein.

- (iv) Consequent to the Buy-back and based on the number of Equity Shares bought back from the Non-Resident Shareholders, Indian financial institutions, banks, mutual funds and the public including other bodies corporate, the shareholding of each such person shall undergo a change.
- (v) The debt-equity ratio post Buy-back shall be compliant with the permissible limit of 2:1 prescribed by the Companies Act even if the response to the Buy-back is to the extent of 100% (full acceptance) from all the Equity Shareholders up to their Buy-back Entitlement.
- (vi) The Buy-back is not expected to impact growth opportunities for the Company.
- (vii) The Promoters and Promoter Group of the Company shall not deal in the Equity Shares of the Company on NSE/BSE or off market, including by way of inter-se transfer(s) of Equity Shares among the promoters during the period from the date of passing the special resolution through postal ballot till the closing of the Offer.
- (viii) The Company shall not raise further capital for a period of one year from the closure of the Buy-back except in discharge of its subsisting obligations.
- (ix) The Company shall not issue any Equity Shares or other specified securities including by way of bonus till the date of closure of the Buy-back.
- (x) Salient financial parameters consequent to the Buy-back based on the latest audited financial results as on March 31, 2015 are as under:

Parameter	Pre Buy-back	Post Buy-back*
Net worth (Rs. in lakhs)	44,679.15	33,870.95
Return on Net worth (%) (including exceptional items)	35.54	46.88

Return on Net worth (%) (excluding exceptional items)	6.15	8.11
Earnings per Share (Rs.) (including exceptional items)#	74.52	92.58
Earnings per Share (Rs.) (excluding exceptional items)#	12.89	16.01
Book Value per Share (Rs.)	209.32	197.06
Total Debt\$/Equity Ratio (Total Debt/Networth)	0.00	0.00

Note:

\$Total debt is excluding working capital loans, if any.

Earnings per Share is calculated based on weighted average number of equity shares.

* Pre and Post Buy-back Calculations are based on financial numbers as on March 31, 2015 (subject to shareholders' approval). The post Buy-back numbers are calculated by reducing the net worth by the proposed Buy-back amount (assuming full acceptance) without factoring in any impact on the profit & loss account.

10) BASIS OF CALCULATING THE BUY-BACK PRICE

- 1) The Buy-back price of Rs.260 per Equity Share has been arrived at after considering various factors such as volume weighted average prices of equity shares of the Company on BSE and NSE where the equity shares of the Company are listed.
- 2) The buy-back price of Rs.260 per equity share represents a premium of 12.72% and 13.16 % over the average of the weekly high and low of the volume weighted average price of the Company's equity shares on NSE and BSE respectively for 26 weeks preceding the date of intimation to the Stock Exchanges regarding the Board Meeting to consider the proposal of the buy-back and 7.86% (NSE) and 7.85 % (BSE) over the average of the weekly high and low of the volume weighted average prices of the Company's equity shares for 2 weeks preceding the date of intimation to the Stock Exchanges regarding the Board Meeting to consider the proposal of the buy-back.
- 3) The closing market price of the Equity Shares as on the date of intimation of the date of the Board Meeting for considering the Buy-back to the stock exchanges, i.e. April 20, 2015 was Rs.258.55 and Rs. 259.00 on NSE and BSE respectively. The Buy-back Price of Rs.260 amounts to a premium of 0.56% and 0.39% to the closing market price of the Equity Shares as on the date of intimation of the date of the Board Meeting.
- 4) The Buy-back price is about 24.21 % of the book value per Equity Share of the Company, which pre-Buy-back, as at March 31, 2015 was Rs.209.32.
- 5) The EPS of the Company pre-Buy-back as on March 31, 2015 is Rs.74.52 which will increase to Rs.92.31 post Buy-back assuming full acceptance of the Buy-back.
- 6) The Return of Networth of the Company pre-Buy-back as on March 31, 2015 is 35.54% which will increase to 46.88% post Buy-back assuming full acceptance of the Buy-back.

11) SOURCES OF FUNDS FOR THE BUY-BACK

- 1) Assuming full acceptance, the funds that would be utilized by the Company for the purpose of the Buy-back would be Rs.10,808.20 lakhs (Rupees Ten thousand eight hundred eight lakhs and twenty thousand).
- 2) The Company vide its letter dated July 1, 2015 has confirmed that the funds for the Buy-back will be made available from the current surplus and / or cash and cash equivalents and / or internal accruals of the Company.
- 3) The Company does not propose raising debt for buying back Shares. However, the Company may continue to borrow funds in the ordinary course of its business, if required.

12) DETAILS OF THE ESCROW ACCOUNT AND THE AMOUNT DEPOSITED THEREIN

- 1) In accordance with Regulation 10 of the SEBI Buy-back Regulations the Company has opened an “Escrow Account” in the name & style as “Sasken Communication Technologies Limited Buy-back Escrow ” bearing account No. 502301010035180 with Union Bank of India, Industrial Finance Branch, #23, Ist Floor, Archana Complex, J C Road, Bengaluru – 560 002 and made a cash deposit of Rs.1,08,10,000 (Rupees One crore eight lakhs ten thousand only) (i.e., being amount about 1% of the total consideration payable, assuming full acceptance) and in addition, an unconditional, irrevocable bank guarantee dated July 31, 2015 has been issued by Union Bank of India, Industrial Finance Branch, #23, Ist Floor, Archana Complex, J C Road, Bengaluru – 560 002, in favour of the Manager to the Buy-back Offer for an amount of Rs.25,80,82,000 (Rupees Twenty five crores eighty lakhs eighty two thousand only) being 25% of the consideration payable up to Rs.100 Crores and 10% on the balance consideration payable under the said Buy-Back (“Bank Guarantee Amount”) by way of security for fulfillment of the obligations under the SEBI Buy-back Regulations

Immediately after the closure of Buy-back, the Company shall open and maintain a special account with escrow bank wherein it shall deposit the requisite amounts to fulfill its obligations under the Buy-back and the Manager will be empowered to operate such special account in accordance with the SEBI Buy-back Regulations.

- 2) Mr. S.S. Swamy, Chartered Accountant , located at ‘Arya Plaza’ 3/5, II Floor, Bull Temple Road, Bangalore – 560 018 ; Tel. + 91 80 22424932 having Membership Number: 019990, has certified, vide letter dated June 30, 2015 that the Company has made firm financing arrangements for fulfilling the obligations under the Buy-back.
- 3) Based on the aforementioned certificate, the Manager to the Buy-back confirms that it is satisfied that firm arrangements for fulfilling the obligations under the Buy-back are in place and that the Company has the ability to implement the Buy Back in accordance with the Buy Back Regulations.

13) CAPITAL STRUCTURE AND SHAREHOLDING PATTERN

The present capital structure is as follows:-

	(Rs. in lakhs)
Authorised Capital: 5,00,00,000 Equity Shares of Rs.10 each	5,000.00

- Assuming response to the Buy-back is to the extent of 100% (Full Acceptance), the paid-up Equity Share Capital of the Company pre-Buy-back and post-Buy-back would be as follows:-

	(Rs. in lakhs)	
Particulars	Pre-Buy-back	Post-Buy-back
Paid-up Equity Share Capital	2,135.84 (comprising of 2,13,58,373 fully paid-up Equity Shares of face of value Rs.10 each)	1,720.14 (comprising of 1,72,01,373 fully paid-up Equity Shares of face value of Rs.10 each)

As on the date of this Letter of Offer, there are no partly paid up equity shares of the Company. The Company does not have any convertible debentures or preference shares or any other convertible instruments outstanding. However, pursuant to the Employees’ Stock Option Scheme 2006 of the Company, 54,000 stock options were outstanding as on March 31, 2015. During the period April 1 2015 to June 27 2015, no options were granted, 4,500 stock options have vested and 13,500 stock options have been exercised. As on June 27, 2015, 40,500 stock options are outstanding.

- The shareholding pattern of the Company pre-Buy-back as on June 26, 2015 [being the latest benpos available prior to the date of the Public Announcement], as well as the post Buy-back Shareholding, are as shown below:-

Particulars	No. of shares held	% of existing equity capital	No. of shares post Buy-back *	% holding post Buy-back
Promoters and/or persons who are in control and/or acting in concert (Promoter Group)	87,77,757	41.10	85,62,203	49.78
Foreign Investors (including Non Resident Indians / FIIs/ Foreign Investors)	25,08,023	11.74	83,39,170	50.22
Financial Institutions / Banks & Mutual Funds promoted by Banks / Institutions / Central Government & State Government	21,53,819	10.08		
Others (Public, Bodies Corporate, Employees, etc.,)	79,18,774	37.08		
TOTAL	2,13,58,373	100.00	1,72,01,373	100.00

*Assuming full acceptance of shares in the Buy-back offer.

- Details of transactions – purchase/sale/transfer/gift – undertaken by the Promoters and/or Promoter Group, and/or persons who are Acting in Concert of the Company from a period of twelve months preceding the date of Public Announcement i.e., June 27, 2015:-

Name	Aggregate no. of shares purchased or sold	Nature of transaction	Maximum price (Rs.)	Date of maximum price	Minimum price (Rs.)	Date of minimum price
Nayna Chandrakant Mody	(53,735)	The joint holder became the sole holder upon the death of 1st holder	N.A.	N.A.	N.A.	N.A.
Chandrakant J. Mody	53,735	The joint holder became the sole holder upon the death of 1 st holder	N.A.	August 08, 2014	N.A.	N.A.
Rupa M Udani	(244)	Market Sale	333.00	September 19, 2014	332.50	September 19, 2014
Nilima Doshi	25,779	Market Purchase	240.00	December 10, 2014 December 11, 2014	217.10	February 6, 2015

				December 12, 2014		
Mahendra Jhaveri	(16,000)	Market Sale	253.59	January 19, 2015	213.82	February 6, 2015
Arti Mody	90,000	Received as gift	N.A.	N.A.	N.A.	N.A.
G Venkatesh	(66,929)	Market sale	350.86	September 10, 2014	305.00	September 4, 2014
Neeta Revankar	(25,000)	Market sale	340.00	September 8, 2014	310.00	September 9, 2014

- There is no pending scheme of amalgamation or compromise or arrangement pursuant to any provisions of the Companies Act.
- During the last 3 years from the date of this Letter of Offer, the Company has bought back 52,77,878 Shares under Buy-back programme which opened on 21st May, 2012 and closed on 22nd April, 2013.
- Further from the date of Public Announcement i.e., June 27, 2015 till the date of this Letter of Offer, the Promoters and Promoter Group of the Company have not entered into any transactions in relation to the Equity Shares of the Company.

14) BRIEF INFORMATION OF THE COMPANY

a) History of the Company

The Company was incorporated on February 13, 1989 as ASIC Technologies Private Limited under the Companies Act, 1956. The Company name was changed to Silicon Automation Systems (India) Private Limited and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Gujarat, Dadra & Nagar Haveli on October 13, 1992. On April 20, 1993 the Company changed its registered office from the State of Gujarat to the State of Karnataka. The Company name was changed to Silicon Automation Systems Limited and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Karnataka on December 30, 1998. Further, the Company name was changed to Sasken Communication Technologies Limited and a fresh certificate of incorporation consequent on change of name was issued by the Registrar of Companies, Karnataka on October 17, 2000.

b) Business Overview

The Company is a leader in providing Engineering R&D and Productized IT services to global tier 1 customers in the Communications & Devices, Retail, Insurance and Independent Software space.

The Company's deep domain knowledge and comprehensive suite of services have helped global leaders in verticals such as Semiconductors, Consumer Electronics, Smart Devices, Automotive Electronics, Enterprises and Network Equipment maintain market leadership. In the Retail, Insurance and Independent Software Vendor verticals, Company enables customers to rapidly re-architect their suite of IT Application and Infrastructure.

The Company has five wholly owned subsidiaries which have been set-up primarily to cater to key customers worldwide, in areas such as hardware and software design; development and testing of wireless devices; product and solution design, etc.

In addition to being directly involved in the development of a variety of technologies, the Company has been a member of premier technology bodies including ITU, 3GPP, GCF, MPEG-ISO, WiMAX, NFC, Open Handset Alliance, DLNA and ATM, DSL & SDR forums.

The Company's solutions are backed by CMMI-DEV-V1.3-ML3, ISO 9001:2008, ISO 27001:2005 and TL 9000 certifications. The Company commitment to environment is highlighted by its ISO 14001:2004 certification.

c) Capital Built-up of the Equity Share Capital

Date of Allotment	Number of Equity Shares	Face Value per Equity Share (Rs.)	Issue Price per Equity Share (Rs.)	Reasons for Allotment	Consideration	Cumulative Equity Share Capital (Rs. in lakhs)
February 13, 1989	20	10.00	10.00	Subscriber to the Memorandum and Articles of Association	Cash	200.00
August 12, 1991	200,000	10.00	10.00	Preferential Allotment	Cash	2,000,200.00
January 8, 1992	30,000	10.00	10.00	Preferential Allotment	Cash	2,300,200.00
January 6, 1993	20,000	10.00	10.00	Preferential Allotment	Cash	2,500,200.00
December 31, 1993	50,000	10.00	10.00	Preferential Allotment	Cash	3,000,200.00
August 25, 1995	44,440	10.00	10.00	Preferential Allotment	Cash	3,444,600.00
January 16, 1996	905,540	10.00	10.00	Preferential Allotment	Cash	12,500,000.00
March 26, 1996	1,250,000	10.00	10.00	Bonus Issue (1:1)	-	25,000,000.00
February 20, 1997	1,250,000	10.00	10.00	Bonus Issue (1:2)	-	37,500,000.00
September 30, 1997	3,125,000	10.00	10.00	Bonus Issue (5:6)	-	68,750,000.00
February 9, 1998	3,125,000	10.00	10.00	Preferential Allotment	Cash	100,000,000.00
April 1, 1998	667,100	10.00	10.00	FCD 'A' Series Conversion	Cash	106,671,000.00
August 18, 1998	50,000	10.00	10.00	Bonus Issue (1:200)		107,171,000.00
October 1, 1998	76,800	10.00	10.00	FCD 'B' Series Conversion	Cash	107,939,000.00
August 2, 1999	400	10.00	40.00	FCD 'F', 'G' & 'H' series Conversion	Cash	107,943,000.00
October 1, 1999	68,400	10.00	10.00	FCD 'C' series Conversion	Cash	108,627,000.00
October 8, 1999	454,000	10.00	300.00	Preferential Issue	Cash	113,167,000.00
October 8, 1999	454,000	10.00	210.00	Preferential Allotment	Cash	117,707,000.00
October 8, 1999	150,000	10.00	300.00	Rights Issue (1.389:100)	Cash	119,207,000.00
October 12, 1999	454,000	10.00	300.00	Preferential Allotment	Cash	123,747,000.00
January 1, 2000	100,000	10.00	40.00	FCD 'J' Series conversion	Cash	124,747,000.00
October 14, 2000	61,000	10.00	10.00	FCD 'D' Series conversion	Cash	125,357,000.00
October 14, 2000	29,600	10.00	40.00	FCD 'F' Series conversion	Cash	125,653,000.00
December 1, 2001	60,400	10.00	10.00	FCD 'E' Series conversion	Cash	126,257,000.00
December 1, 2001	42,700	10.00	40.00	FCD 'G' Series conversion	Cash	126,684,000.00

2001-02	1,017.00	10.00	-	ESOP (*)	Cash	126,694,170.00
2002-03	601.50	10.00	-	ESOP (*)	Cash	126,700,185.00
October 18, 2002	40,000	10.00	40.00	FCD 'H' Series Conversion	Cash	127,100,185.00
April 11, 2003	816,666.50	10.00	60.00	Preferential Allotment	Cash	135,266,850.00
April 11, 2003	1,633,333.50	10.00	60.00	Rights Issue (1:7.78)	Cash	151,600,185.00
October 22, 2003	800	10.00	40.00	FCD 'I' Series conversion	Cash	151,608,185.00
July 16, 2004	1,633,333.50	10.00	60.00	Preferential Allotment	Cash	167,941,520.00
July 16, 2004	60	10.00	60.00	Issued for consolidation	Cash	167,942,120.00
2004-05	53,010	10.00	-	ESOP (*)	Cash	168,472,220.00
2005-06	35,940	10.00	-	ESOP(*)	Cash	168,831,620.00
April 14, 2005	3,228,334	10.00	141.63	Preferential Allotment	Cash	201,114,960.00
April 14, 2005	600,000	10.00	223.00	Preferential Allotment	Cash	207,114,960.00
April 27, 2005	1,800,000	10.00	223.00	Preferential Allotment	Cash	225,114,960.00
August 31, 2005	5,000,000	10.00	260.00	IPO	Cash	275,114,960.00
2005-06	424,885	10.00	-	ESOP(*)	Cash	279,363,810.00
2006-07	563,755	10.00	-	ESOP(*)	Cash	285,001,360.00
2007-08	60,657	10.00	-	ESOP(*)	Cash	285,607,930.00
2008-09	(1,449,742)	10.00	-	Buyback of shares (#)	Cash	271,110,510.00
2009-10	507,375	10.00	-	ESOP(*)	Cash	276,184,260.00
2010-11	(1,432,633)	10.00	-	Buyback of shares (#)	Cash	261,857,930.00
2011-12	(729,367)	10.00	-	Buyback of shares (#)	Cash	254,564,260.00
2011-12	554,925	10.00	-	ESOP (*)	Cash	260,113,510.00
2012-13	90,500	10.00	-	ESOP(*)	Cash	261,018,510.00
2012-13	(5,052,325)	10.00	-	Buyback of shares (#)	Cash	210,495,260.00
2013-14	(225,553)	10.00	-	Buyback of shares (#)	Cash	208,239,730.00
2013-14	453,600	10.00	-	ESOP (*)	Cash	212,775,730.00
2014-15	67,300	10.00	-	ESOP(*)	Cash	213,448,730.00
2015-16	13,500	10.00	-	ESOP(*)	Cash	213,583,730.00
Total	21,358,373					

(*) Equity shares allotted pursuant to exercise of stock options under Employee Stock Option Schemes of the Company in the respective financial years.

(#) during the relevant financial years, the Company has bought back Equity shares.

(Source: Company)

d) The Details of the Board of Directors of the Company are as follows:

Name, Age and DIN	Designation	Qualifications and Occupation	Date of Appointment /Re-appointment	Other Directorships in Indian Companies on the date of Public Announcement
Mr. Rajiv C. Mody Age: 57 years DIN: 00092037	Chairman & Managing Director	Bachelor's Degree in Electrical Engineering and Master's Degree in Computer Science. <i>Occupation: Service</i>	September 29, 1989 Re-appointed as Managing Director w.e.f. July 09, 2010.	Centum Electronics Limited ConnectM Technology Solutions Private Limited J B Chemicals & Pharmaceuticals Limited Saankhya Labs Private Limited Sasken Network Engineering Limited
Dr. Ashok Jhunjhunwala Age: 62 years DIN: 00417944	Independent Director	B.Tech, MS & Ph.D. <i>Occupation: Professor</i>	November 22, 2000 Re-appointed on September 22, 2014	Exicom Tele-Systems Limited . Intellect Design Arena Limited Mahindra Reva Electrical Vehicles Private Limited. Polaris Consulting & Services Limited Tata Communications Limited. Tata Teleservices (Maharashtra) Limited. Tejas Networks Limited Biotechnology Industry Research Assistance Council (Section 8 Company under the Act). IITM Incubation Cell (Section 8 Company under the Act). IITM Research Park (Section 8 Company under the Act). National Internet Exchange of India (Section 8 Company under the Act).
Mr. Bansi S. Mehta Age: 80 years DIN: 00035019	Independent Director	FCA, <i>Occupation: Practicing Chartered Accountant</i>	February 01, 2001 Re-appointed on September 22, 2014	Atul Limited Century Enka Limited Gillette India Limited Housing Development Finance Corporation Limited IL&FS Investment Managers Limited (Formerly known as IL&FS Venture Corporation Limited). NSDL e-Governance Infrastructure Limited (Formerly known as National Securities Depositories Limited) Pidilite Industries Limited. Proctor and Gamble Hygiene and Health Care Limited
Mr. Bharat V. Patel Age: 71 years DIN: 00060998	Independent Director	MA in Economics and MBA in Marketing. <i>Occupation:</i>	July 16, 2009 Re-appointed on September 22, 2014	Birla Sun Life Asset Management Company Limited Broadcast Audience Research Council Clariant Chemicals (India) Limited Pantaloons Fashion & Retail Limited Sistema Shyam Teleservices Limited

		<i>Consultant</i>		The Indian Society of Advertisers
Prof. J. Ramachandran Age: 58 years DIN: 00004593	Independent Director	Chartered Accountant, Cost Accountant and a Fellow of the Indian Institute of Management. <i>Occupation: Professor</i>	June 15, 2000 Re-appointed on September 22, 2014	Aditya Auto Products & Engineering (I) Private Limited Allcargo Logistics Limited Aquarius Investment Advisors India Private Limited Redington India Limited Reliance Communications Limited Reliance Infratel Limited
Mr. Kiran S. Karnik Age: 68 yrs DIN: 00542951	Independent Director	Post-graduate from IIM, Honors in Physics <i>Occupation: Consultant</i>	October 12, 2009 Re-appointed on September 22, 2014	Aujas Networks Private Limited IKP Investment Management Co. Private Limited Medi Assist India TPA Private Limited Torrent Power Limited Centre for Dialogue and Reconciliation (Section 8 Company under the Act) Media Lab Asia (Section 8 Company under the Act) National Association of Software and Services Companies (Section 8 Company under the Act) Oxfam India (Section 8 Company under the Act)
Mr. Sanjay M. Shah Age: 52 years DIN: 00375679	Independent Director	Bachelor of Technology in Aerospace Engineering, Masters in Computer Science. <i>Occupation: Service</i>	June 10, 2005 Re-appointed on September 22, 2014	Instavans Logistics Private Limited Shop Tree Online Retail Private Limited Zpty Software Private Limited
Mr. Jyotindra B. Mody Age: 86 years DIN: 00034851	Non-Executive Director	Inter-Science <i>Occupation: Service</i>	October 12, 1999 Re-appointed on July 23, 2012	Ansuya Mody Securities Private Limited Ifiunik Pharmaceuticals Limited J B Chemicals & Pharmaceuticals Limited Jyotindra Mody Holdings Private Limited Synit Drugs Private Limited Unique Pharmaceutical Labs. Limited J B Life Science Overseas Limited
Mr. Pranabh D. Mody Age : 52 years DIN: 00035505	Non-Executive Director	Bachelor's Degree in Pharmacy and Masters in Business	July 29, 1991 Re-appointed on September	Dinesh Mody Securities Private Limited Ifiunik Pharmaceuticals Limited J B Chemicals & Pharmaceuticals Limited

		Administration. <i>Occupation: Service</i>	22, 2014	Kumud Mody Securities Private Limited Synit Drugs Private Limited Unique Pharmaceutical Laboratories Limited
Dr. G. Venkatesh Age: 54 years DIN: 00092085	Non-Executive Director	Graduate in Electronics, Ph.D in Computer Science. <i>Occupation: Professor</i>	January 25, 2005 Change is designation from Whole-time Director to Non-Executive Director w.e.f. January 19, 2015.	ConnectM Technology Solutions Private Limited MyLSpot Education Services Private Limited Sasken Network Engineering Limited Uniphore Software Systems Private Limited
Mr. Krishna J. Jhaveri Age: 60 years DIN: 00102729	Whole-time Director	Bachelor's degree in Mechanical Engineering and Master's in Operations Research and Industrial Engineering. <i>Occupation: Service</i>	April 01, 2000 Re-appointed on September 22, 2014	Nil
Ms. Neeta S. Revankar Age : 49 years DIN: 00145580	Whole-time Director & CFO	Chartered Accountant and Company Secretary <i>Occupation: Service</i>	April 22, 2010 Re-appointed on July 18, 2013	Sasken Network Engineering Limited.

(Source: MCA website and Company)

The Buy-back will not result in any benefit to any directors/promoters/persons in Acting in Concert of the Company except to the extent of their intention to participate in the Buy-back offer and the change in their shareholding as per the response received in the Buy-back Offer, as a result of the extinguishment in the Buy-back offer, Equity Shares which will lead to a reduced Equity Share Capital post Buy-back.

15) FINANCIAL INFORMATION ABOUT THE COMPANY (on a standalone basis)

(i) The salient financial information of the Company, as extracted from the audited results for three financial years ended 31 March, 2015, 2014 and 2013 is detailed below:

(Rs. in Lakhs)

Particulars	Year ended March 31		
	2015	2014	2013
Net Sales	34,676.38	35,393.20	36,271.21
Other Income	2,443.32	6,067.34	2,243.52
Total Income	37,119.70	41,460.54	38,514.73
Total Expenditure	32,413.83	31,876.87	33,255.45
Profit/(Loss) before Depreciation, Interest and Tax	4,705.87	9,583.67	5,259.28
Depreciation	1,039.23	953.32	1,187.80
Interest	0.00	0.00	0.00
Exceptional Items	*21,716.1	-1,197.39	0.00
Profit before Tax	25,382.74	7,432.96	4,071.48
Provision for Tax	9,503.70	1,639.83	466.77
Profit/(loss) after tax	15,879.04	5,793.13	3,604.71
EPS (Basic)	74.52	27.42	14.95
Paid Up Equity Share Capital	2,134.49	2,127.76	2,095.99
Reserves And Surplus	42,544.66	33,499.06	34,836.92
Net worth	44,679.15	35,626.82	36,932.91
Loan Funds			
Long Term Borrowings	--	--	--
Short Term Borrowings	--	--	--

(*) **Note:** Exceptional items for the Financial Year 2015 comprises of

a) There was an arbitration proceeding in respect of Software Product License granted to a non-Indian licensee, who had purportedly claimed non-usage of the licensed IPR after initial acceptance. On June 27, 2014, an award was passed in the Company's favour, as per which the non-India licensee was directed to pay USD 31.70 million within 30 days, towards royalties and interest on unpaid royalties and the non-India licensee was also directed to continue to provide royalty reports and pay the contracted royalties on an ongoing basis.

b) During the financial year 2014-15, the Company received a sum of USD 45.31 million towards royalties upto December 2014 and interest on royalties. Of the above, USD 1.67 million was adjusted towards outstanding trade receivables and the balance amount of USD 43.64 million (equivalent to Rs.26,752.99 lakhs) was recognized as exceptional revenue. Further, in relation to the above, a provision towards employee payments amounting to Rs. 1,500.00 lakhs was recorded as an exceptional item.

c) The Company has evaluated its investment in Saskaen Finland Oy and Saskaen Communication Technologies Mexico S. A. DE C. V. for the purpose of determination of potential diminution in value of investment and based on such evaluation and determination, the Company has recognized a further provision for diminution in the value of investment for the year ended March 31, 2015 amounting to Rs.3,360.14 Lakhs and Rs.176.75 Lakhs respectively.

(ii) Financial Ratios on standalone basis are as under:

Particulars	Year ended March 31		
	2015	2014	2013
No. of Shares (at the end of the period) (in Lakhs)	213.45	212.78	209.60
Book Value Per Share (Rs.)	209.32	167.44	176.21
Return on Net worth (%)	35.54	16.26	9.76
Earnings Per Share (Basic) (Rs.)	74.52	27.42	14.95
Debt/Equity Ratio	0.00	0.00	0.00
The key ratios have been computed as below:			
Earnings per Share– Basic (Rs.)	Net Profit Attributable to Equity Shareholders / Weighted Average Number Of Shares Outstanding During the Year		
Book value per Share (Rs.)	(Paid Up Equity Share Capital + Reserves & Surplus)/ No. of Equity Shares at the end of the year		
Return on Net Worth (%)	Net Profit After Tax/(Paid Up Equity Share Capital + Reserves & Surplus)/		
Debt/Equity Ratio	Total Debt / (Paid Up Equity Share Capital + Reserves & Surplus)		

(iii) The Company shall comply with the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, wherever and if applicable. The Company hereby declares that it has complied with Sections 68(2)(c), 68(2)(d), 70(1), 70(2) of the Companies Act, 2013 and will comply with Regulation 23 of the Buy-back Regulations, as and when applicable.

16) STOCK MARKET DATA

- The equity shares of the Company are listed and traded on BSE and NSE.
- The high, low and average market prices of the Company's equity shares for the last three calendar years and the monthly high, low and average market prices of the Company's equity shares for the six months preceding the date of the Public Announcement and the corresponding volumes on NSE and BSE are as follows:-

NSE (Scrip Code: SASKEN)

Period	High (Rs.)	Date Of High and No. of shares traded on the date	Low (Rs.)	Date of Low	Total Volume Traded in the period
2012	151.95	September 11, 2012 (2,29,698)	93.15	January 03, 2012 (7,942)	1,72,98,456
2013	192.00	December 20, 2013 (2,35,249)	99.25	September 10, 2013 (26,997)	97,25,239
2014	353.00	September 10, 2014 (5,75,420)	156.65	February 14, 2014 (49,268)	3,83,63,795
December 2014	262.00	December 08, 2014 (1,02,799)	212.15	December 17, 2014 (36,079)	9,27,833
January 2015	270.70	January 13, 2015 (5,44,070)	221.10	January 07, 2015 (45,992)	29,04,444
February	231.50	February 03, 2015	203.10	February 19, 2015	7,49,197

2015		(82,805)		(42,237)	
March 2015	239.90	March 02, 2015 (2,38,215)	176.10	March 25, 2015 (67,713)	19,27,773
April 2015	276.00	April 20, 2015 (5,72,626)	205.60	April 07, 2015 (95,916)	37,70,904
May 2015	241.00	May 19, 2015 (2,22,396)	217.00	May 07, 2015 (28,168)	11,21,830

(Source: NSE Official website <http://www.nseindia.com/>)

BSE (Scrip Code: 532663)

Period	High (Rs.)	Date Of High and No. of Shares Traded on the Date	Low (Rs.)	Date of Low and No. of Shares Traded on the Date	Total Volume Traded in the period
2012	151.90	September 11, 2012 (1,10,260)	93.00	January 02, 2012 (1,445)	71,67,661
2013	192.00	December 20, 2013 (75,077)	100.60	September 04, 2013 (1,941)	33,10,614
2014	353.00	September 10, 2014 (1,78,669)	156.30	February 14, 2014 (15,421)	1,33,64,942
December 2014	259.45	December 08, 2014 (38,229)	210.60	December 17, 2014 (9,839)	2,92,830
January 2015	270.50	January 13, 2015 (1,03,340)	222.00	January 01, 2015 (9,531)	7,01,107
February 2015	230.55	February 03, 2015 (19,143)	204.00	February 19, 2015 (7,881)	1,95,376
March 2015	240.70	March 02, 2015 (58,707)	176.20	March 25, 2015 (20,351)	5,99,794
April 2015	274.80	April 20, 2015 (1,42,206)	208.40	April 07, 2015 (30,076)	9,80,093
May 2015	240.90	May 19, 2015 (22,637)	216.40	May 07, 2015 (8,780)	3,14,667

(Source: BSE Official website <http://www.bseindia.com/>)

THE CLOSING MARKET PRICES OF THE EQUITY SHARES OF THE COMPANY:

- As on April 22, 2015, i.e. the trading day before April 23, 2015, being the date of Board Meeting approving the Buy-back was Rs. 249.60 and Rs. 249.70 per Equity Share on NSE and BSE respectively.
- As on April 23, 2015, i.e. the date of Board Meeting approving the Buy-back was Rs.246.80 and Rs.247.30 per Equity share on NSE and BSE respectively.
- As on April 24, 2015, i.e. the trading day immediately after April 23, 2015 being the date of Board Meeting approving the Buy-back was Rs.231.90 and Rs.231.90 per Equity Share on NSE and BSE respectively.
- As on June 26, 2015, being the latest available closing prices preceding the date of Public Announcement , the prices were Rs. 236.05 and Rs. 235.70 per Equity Share on NSE and BSE respectively.

17) DETAILS OF THE STATUTORY APPROVALS

- a) The Buy-back is subject to the receipt of approval from the Reserve Bank of India (“RBI”), if any, for acquiring Equity Shares validly tendered in the Buy-back from Non-Resident Indians (“NRI”) and erstwhile Overseas Corporate Bodies (“OCB”). The Buy-back is subject to approvals, if any, required under the provisions of the Companies Act, the Buy-Back Regulations, applicable rules and regulations as specified by RBI under FEMA and/or such other applicable rules and regulations in force for the time being. The Company, if required, will make necessary applications to RBI to obtain the requisite approvals on behalf of the shareholders in respect of whom such prior RBI approval may be required. The Company will have the right to make payment to the shareholders in respect of whom no prior RBI approval is required. It shall not accept Shares from the shareholders, in respect of whom prior RBI approval is required, in the event the aforesaid RBI approval is refused.
- b) The Company has the option to make payment to the shareholders in respect of whom no RBI approval is required who have validly tendered their Shares in the Buy-back as per the basis of acceptance (if any). In case of delay in receipt of the RBI approval, the payment shall be made to the shareholders in respect of whom prior RBI approval is required, after receipt of the same.
- c) As of date, there is no other statutory or regulatory approval required to implement the Buy-back, other than that indicated above. If any statutory or regulatory approval becomes applicable subsequently, the Buy-back will be subject to such statutory or regulatory approvals. In the event that the receipt of the statutory / regulatory approvals are delayed, changes to the proposed timetable, if any, shall be intimated to the Stock Exchanges, and hence made available for the benefit of Shareholders.

18) DETAILS OF REGISTRAR TO THE BUY-BACK

REGISTRAR TO THE BUY-BACK

Karvy Computershare Private Limited,
(Unit: Sasken Communication Technologies Limited),
Karvy Selenium Tower B, Plot No.31-32,
Gachibowli, Financial District,
Nanakramguda,
Hyderabad - 500 032.
Tel: +91 40 6716 2222.
Toll Free No.: 1-800-3454-001.
Fax: 91 40 2343 1551.
Contact person: Mr. M.Muralikrishna,
Email:murali.m@karvy.com.

THE TENDER FORM & OTHER RELEVANT DOCUMENTS SHOULD NOT BE SENT TO THE COMPANY OR THE MANAGER TO THE BUY-BACK OFFER.

19. PROCESS AND METHODOLOGY FOR THE BUY-BACK

- i. The Company proposes to buy-back up to 41,57,000 fully paid up Equity Shares of face value of Rs.10 each, from the Existing Shareholder(s)/Beneficial owner(s) of Equity Shares of the Company as on the Record Date, on a proportionate basis, through the Tender Offer Route in accordance with sections 68 and other applicable provisions of the Act, in accordance with the Article of Association of the Company and the Buy-back Regulations, and such other approvals, permissions and exemptions as may be required, from time to time from statutory authorities and/or regulatory authorities, including but not limited to SEBI, BSE, NSE and the RBI, at a price of Rs.260 per Equity Share payable in cash for an aggregate amount of Rs.10,808.20 lakhs (Rupees Ten thousand eight hundred eight lakhs and twenty thousand). The Buy-back size represents less than 25% of the paid-up Equity Share Capital and free reserves of the Company as on March 31, 2015.

The maximum number of Equity Shares proposed to be bought back is upto 41,57,000 Equity Shares of face value of Rs.10 each, being 19.48% of the total paid up Equity Capital of the Company as on March 31, 2015.

- ii. The aggregate shareholding of the Promoter and Promoter Group is 78,63,770 Equity Shares which represents 36.82 % of the existing Equity Share capital of the Company. In terms of the Buy-back Regulations under the tender offer method, the promoters of a company have the option to participate in the Buy-back. In this regard, a certain Promoter and a certain Promoter Group have expressed their intention vide their letter dated June 26, 2015 to participate in the buy-back and offer up to an aggregate maximum of 6,88,147 equity shares or such lower number of shares as required in compliance with the Buy-back Regulations (earlier the promoter and promoter group have expressed their intention to participate in the Buy-back offer to the extent of 7,57,220 equity shares vide their letter dated April 23, 2015).
- iii. Assuming response to the Buy-back Offer is to the extent of 100% from all the Equity Shareholders upto their Buy-back Entitlement (full acceptance), post Buy-back the aggregate shareholding of the Promoters and Promoter Group will increase to 49.78% of the post Buy-back Equity Share capital of the Company.
- iv. Record Date and Ratio of Buy-Back as per the Buy-Back Entitlement in each Category:
 - a) The Company had announced July 07, 2015 as Record Date for the purpose of determining the entitlement and the names of the equity shareholders, who are eligible to participate in the proposed Buy-back Offer.
 - b) The Equity Shares to be bought back as a part of this Buy-Back is divided into two categories:
 - i. Reserved category for Small Shareholders (“Reserved Category”); and
 - ii. General Category for other Eligible Persons (“General Category”).
 - c) As defined in the Buy-Back Regulations, Small Shareholder includes a shareholder, who holds shares whose market value, on the basis of closing price on the recognized stock exchange registering the highest trading volume, as on Record Date, is not more than Two Lakhs Rupees. As on Record Date, the closing price on BSE and NSE were Rs. 228.50 and Rs. 227.70 respectively.
 - d) Based on the above definition, there are 26,748 Small Shareholders in the Company with aggregate shareholding of 29,03,282 Equity Shares as on Record Date, which constitutes 13.59% of the outstanding number of Equity Shares of the Company and 69.84% of the Maximum Number of Equity Shares which the Company proposes to Buy-back as a part of this Buy-Back.
 - e) In compliance with Regulation 6 of the Buy-Back Regulations, the reservation for the Small Shareholders, will be higher of:
 - (i) Fifteen percent of the number of Equity Shares which the Company proposes to Buy- Back i.e.15% of 41,57,000 Equity Shares which works out to 6,23,550 Equity Shares; or
 - (ii) The number of Equity Shares entitled as per their shareholding as on Record Date i.e.(29,03,282/1,32,68,763)*41,57,000 which works out to be 9,09,576 Equity Shares.
 1. the total number of equity shares held by all shareholders other than Promoters, Promoter Group and Persons Acting in Concert is **1,25,80,616**. Since Promoters and Promoter Group have intention to participate in the Buy-back upto 6,88,147 Equity Shares, the total number of Equity Shares used for computing the Buy-back Entitlement is **1,25,80,616 + 6,88,147 = 1,32,68,763**.
 2. Based on the above and in accordance with Regulation 6 of the Buy-Back Regulations, 9,09,576 fully paid-up Equity Shares have been reserved for Small Shareholders. Accordingly, General Category for all other Equity Shareholders shall consist of 32,47,424 Equity Shares.
- f) Based on the above Buy-Back Entitlements, the ratio of Buy-Back for both categories is decided as below:

Category of Shareholders	Ratio of Buy-Back
Reserved category for Small shareholders	26 Equity Shares out of every 83 fully paid-up Equity Shares held on the Record Date
General category for all other Equity Shareholders	26 Equity Shares out of every 83 fully paid-up Equity Shares held on the Record Date

v. Fractional Entitlements:

If the Buy-Back Entitlement under Buy-Back, after applying the above mentioned ratios to the Equity Shares held on Record Date, is not around number (i.e. not in the multiple of 1 Equity Share), then the fractional entitlement shall be ignored for computation of Buy-Back Entitlement to tender Equity Shares in the Buy-Back for both categories of Eligible Persons.

On account of ignoring the fractional entitlement, those Small Shareholders who hold 3 Equity Share as on Record Date will be dispatched a Tender Form with zero entitlement. Such Small Shareholders are entitled to tender Additional Equity Shares as part of the Buy-Back Offer and will be given preference in the Acceptance of one Equity Share, if such Small Shareholders have tendered for Additional Equity Shares.

vi. Basis of Acceptance of Equity Shares validly tendered in the Reserved Category for Small shareholders:

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-Back by the Small Shareholders in the Reserved Category in the following order of priority:

- a) Acceptance of 100% Equity Shares from Small Shareholders in the Reserved Category, who have validly tendered their Equity Shares to the extent of their Buy-Back Entitlement or the number of Equity Shares tendered by them, whichever is less.
- b) Post the acceptance as described in Clause 19(vi)(a) above, in case there are any Equity Shares left to be bought back from Small Shareholders in the Reserved Category, the Small Shareholders who were entitled to tender zero Equity Shares (on account of ignoring the fractional entitlement), and have tendered Additional Equity Shares as part of the Buy-Back, shall be given preference and one share each from the Additional Equity Shares applied by these Small Shareholders shall be bought back in the Reserved Category.
- c) Post the acceptance as described in Clause 19(vi)(a) and 19(vi)(b) above, in case there are any Equity Shares left to be bought back in the Reserved Category, the Additional Equity Shares tendered by the Small Shareholders over and above their Buy- Back Entitlement, shall be accepted in proportion of the Additional Equity Shares tendered by them and the Acceptances per Small Shareholders shall be made in accordance with the Buy-Back Regulations, i.e. valid Acceptances per Small Shareholder shall be equal to the Additional Equity Shares validly tendered by the Small Shareholder divided by the total Additional Equity Shares validly tendered and multiplied by the total pending number of Equity Shares to be accepted in Reserved Category For the purpose of this calculation, the Additional Equity Shares taken into account for such Small Shareholders, from whom one Equity Share has been Accepted in accordance with clause 19(vi)(b) above, shall be reduced by one.
- d) Adjustment for fractional results in case of proportionate Acceptance, as described in Clause 19(vi)(c) above:
 - (i) For any Small Shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (ii) For any shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

vii. Basis of Acceptance of Shares validly tendered in the General Category:

Subject to the provisions contained in the Letter of Offer, the Company will accept the Equity Shares tendered in the Buy-Back by all other Eligible Persons in the General Category in the following order of priority:

- (a) Acceptance of 100% Equity Shares from other Eligible Persons in the General Category who have validly tendered their Equity Shares, to the extent of their Buy-Back Entitlement, or the number of Equity Shares tendered by them, whichever is less.
- (b) Post the Acceptance as described in Clause 19(vii)(a) above, in case there are any Equity Shares left to be bought back in the General Category, the Additional Equity Shares tendered by the other Eligible Persons over and above their Buy-Back Entitlement shall be Accepted in proportion of the Additional Equity Shares tendered by them and the acceptances per shareholder shall be made in accordance with the Regulations, i.e. valid acceptances per shareholder shall be equal to the Additional Equity Shares validly tendered by the Eligible Persons divided by the total Additional Equity Shares validly tendered in the General Category and multiplied by the total pending number of Equity Shares to be Accepted in General Category.
- (c) Adjustment for fractional results in case of proportionate acceptance as described in Clause 19(vii)(a) and (b) above:
 - (i) For any Eligible Person, if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - (ii) For any Eligible Person if the number of Additional Equity Shares to be accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

viii. Basis of a acceptance of Equity Shares between categories:

- (a) In case there are any Equity Shares left to be bought back in one category (“Partially filled Category”) after Acceptance in accordance with the above described methodology for both the categories, and there are additional unaccepted validly tendered Equity Shares in the second category, then the Additional Equity Shares in the second category shall be Accepted proportionately, i.e. valid Acceptances per Eligible Person shall be equal to the additional outstanding Equity Shares validly tendered by a Eligible Person in the second category divided by the total additional outstanding Equity Shares validly tendered in the second category and multiplied by the total pending number of Equity Shares to be bought back in the partially filled category.
- (b) If the Partially filled Category is the General Category, and the second category is the reserved category for Small Shareholders, then for the purpose of this calculation, the Additional Equity Shares tendered by such Small Shareholders, from whom one Equity Share has been accepted in accordance with clause 19(vi)(b) shall be reduced by one.
- (c) Adjustment for fraction results in case of proportionate Acceptance, as defined in clause 19(vii)(a) above:
 - i. For any shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is greater than or equal to 0.50, then the fraction would be rounded off to the next higher integer.
 - ii. For any shareholder, if the number of Additional Equity Shares to be Accepted, calculated on a proportionate basis is not in the multiple of 1 and the fractional Acceptance is less than 0.50, then the fraction shall be ignored.

ix. For avoidance of doubt, it is clarified that:

- (a) the Equity Shares Accepted under the Buy-back from each Eligible Person, in accordance with clauses above, shall not exceed the number of Equity Shares tendered by the respective Eligible Person;
- (b) the Equity Shares Accepted under the Buy-back from each Eligible Person, in accordance with clauses above, shall not exceed the number of Equity Shares held by respective Eligible Person as on the Record Date; and

- (c) the Equity Shares tendered by any Eligible Person over and above the number of Equity Shares held by such Eligible Person as on the Record Date shall not be considered for the purpose of Acceptance in accordance with the clauses above.

20. PROCEDURE FOR TENDER OFFER AND SETTLEMENT

A. GENERAL

- (i) The Buy-Back is open to all Eligible Persons.
- (ii) The Company proposes to effect the Buy-Back through a tender offer method, on a proportionate basis. The Letter of Offer and Tender Form, outlining the terms of the Buy-Back as well as the detailed disclosures as specified in the Buy-Back Regulations, will be mailed to Eligible Persons.
- (iii) The Company will not accept any Equity Shares offered for Buy-Back which are under any restraint order of a court for transfer/sale of such shares
- (iv) The Company shall comply with Regulation 19(5) of the Buy-Back Regulations which states that the Company shall not Buy-back the locked-in Equity Shares and non-transferable Equity Shares till the pendency of the lock-in or till the Equity Shares become transferable.
- (v) The Company shall accept all the Equity Shares validly tendered for the Buy-Back by Eligible Persons, on the basis of their Buy-Back Entitlement as on the Record Date.
- (vi) As elaborated under clause 19 (iv) above, the Equity Shares proposed to be bought as a part of the Buy-Back is divided in to two categories; (a) Reserved Category for Small Shareholders and (b) the General Category for other Eligible Persons, and the Buy-Back Entitlement of an Eligible Person in each category shall be calculated accordingly.
- (vii) After Accepting the Equity Shares tendered on the basis of Buy-Back Entitlement, Equity Shares left to be bought as a part of the Buy-Back, if any, in one category shall first be accepted, in proportion to the Equity Shares tendered, over and above their Buy-Back Entitlement, by Eligible Persons in that category, and thereafter, from Eligible Persons who have tendered over and above their Buy-Back Entitlement, in other category.
- (viii) In case of non-receipt of the Letter of Offer by, or accidental omission to dispatch the Letter of Offer to any person who is eligible to receive the Offer, shall not invalidate the Offer in any way. In case of non-receipt of the Letter of Offer, Eligible Persons may send in their application in writing on plain paper signed by all Eligible Persons, stating name, address, number of Equity Shares held, Client ID number, DP Name, DP ID number, number of Equity Shares tendered for Buy-Back together with other relevant documents such as physical share certificates and Form SH-4 in case of shares being held in physical form. Eligible persons have to ensure that their bid is entered in the electronic platform to be made available by the Recognised Stock Exchanges before the closure of the offer.
- (ix) The Equity Shares lying to the credit of the demat escrow account and the equity shares bought back and accepted in physical form will be extinguished in the manner and following the procedure enumerated in the Buy-back Regulations.

B. Process and methodology

Process

The Buy-back offer is open to all shareholders holding Equity Shares in physical form and beneficial owners holding Equity Shares in electronic form.

The Buy-back Offer will be implemented by the Company through Stock Exchange Mechanism made available by BSE and NSE in the form of a separate window (“**Acquisition Window**”) as provided under the Buy Back Regulations and circular no.CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 issued by SEBI. BSE shall be designated Stock Exchange for this purpose. In this regard, the Company has appointed Karvy Stock Broking Limited for the Buyback Offer as the Broker through whom the purchases and settlement on account of the Buy-back shall be made during the tendering period. The contact details of the Company’s Broker is as follows:

Karvy Stock Broking Limited
Karvy House, 46, Avenue 4, Street No.1,
Banjara Hills, Hyderabad – 500 034,
Tel: 91 40 23312454
Fax: 91 40 23311968
Contact Person: Mr. G. Suresh Kumar

a. Methodology

1. The Eligible Persons can place an order through their respective stock brokers (trading members of BSE and/or NSE) (“Seller Member”) during the normal trading hours of the secondary market during tendering period.
2. Separate Acquisition Window will be provided by the Recognised Stock Exchanges to facilitate placing of sell orders. The Seller Member(s) can enter orders for demat shares as well as physical shares.

c. Procedure for tendering of shares held by shareholders in electronic form

- i. Shareholders who desire to tender their equity shares in the electronic form under the Buy-back would have to do so through their respective Selling Member by indicating to their broker the details of equity shares they intend to tender under the Buy-back Offer.
- ii. The Seller Member(s) shall provide early pay-in of demat shares (except for Custodian Participant orders) to the Clearing Corporation before placing the bids/ orders and the same shall be validated at the time of order entry.
- iii. For Custodian Participant, orders for demat equity shares early pay-in is mandatory prior to confirmation of order by the Custodian. The Custodians shall either confirm or reject orders not later than the close of trading hours on the last day of the offer period. Thereafter, all unconfirmed orders shall be deemed to be rejected. For all confirmed Custodian Participant orders, order modification shall revoke the custodian confirmation and the revised order shall be sent to the custodian again for confirmation.
- iv. The procedure of early pay-in of Demat Shares to special account of Clearing Corporation of the Stock Exchanges by Trading Member/ Custodian shall be informed in the issue opening circular that will be issued by the Recognized Stock Exchanges / Clearing Corporation, before the opening of the offer.
- v. Upon placing the bid, the Seller Member(s) shall provide Transaction Registration Slip (“TRS”) generated by the Exchange Bidding System to the shareholder. TRS will contain the details of order submitted like Bid ID No., DP ID, Client ID, No. of shares tendered etc.,

d. Procedure for tendering of shares held by shareholders in physical form

- i. The Eligible Persons holding shares in physical form shall approach the Selling Member(s) and should submit the complete set of documents including the (i) original share certificate(s), (ii) valid share transfer form(s) duly filled, stamped and signed by the transferors (i.e. by all registered shareholders in same order and as per the specimen signatures registered with the

Company), (iii) self-attested copy of the shareholder's PAN Card and (iv) Tender Form duly signed (by all the Equity Shareholders in case shares are in joint names) in the same order in which they hold the shares. In addition, the shareholder would be required to submit a self-attested copy of address proof consisting of any one of the following documents: valid Aadhar Card, Voter Identity Card, Passport or Driving License, (v) any other relevant documents (but not limited to) power of attorney, corporate authorization (including board resolution/ specimen signature), notarised copy of death certificate and succession certificate or probated will, if the original shareholder has deceased, etc., as applicable. Registered shareholders of the Company holding Physical Shares should note that Physical Shares will not be accepted unless the complete set of documents is submitted.

- ii. The Seller Member(s) should place bids on the Exchange Platform with relevant details as mentioned on physical share certificate(s). The Seller Member(s) shall print the TRS generated by the Exchange Bidding System. TRS will contain the details of order submitted like Folio No., Certificate No. Dist. Nos., No. of shares etc. On placing the order, the Seller Member shall deliver the shares & documents along with TRS to the Registrar and Transfer Agent, Karvy Computershare Private Limited ("RTA") so as to reach them within 2 days of bidding by Seller Member. On receipt of the confirmation from the RTA, the bid will be accepted else rejected and accordingly the same will be depicted on the exchange platform.
5. The cumulative quantity tendered shall be displayed on the Exchange website throughout the trading session at specific intervals by the Stock Exchanges during the tendering period.
 6. Trades can be modified or cancelled during the offer period.

e. Acceptance of orders

Registrar to the Offer shall provide details of order acceptance to Clearing Corporation within specified timelines.

f. Settlement Process

- i. On closure of the Offer, reconciliation for acceptances shall be conducted by the Manager to the Offer and the Registrar to the Offer and the final list shall be provided to the Stock Exchanges to facilitate settlement on the basis of shares transferred to the account of the Clearing Corporation.
- ii. Trading Members should use the settlement number to be provided by the clearing corporation to transfer the shares in favour of Clearing Corporation.
- iii. The pay out of the shares shall be made to the securities pool account of the Buying Member.
- iv. The direct credit of shares shall be given to the escrow demat account of the Company provided it is indicated by the Company's Broker. For the same, the existing facility of client direct pay-out in the capital market segment shall be available.
- v. Once the basis of acceptance is finalised, the Clearing Corporation would facilitate clearing and settlement of trades by transferring the required number of shares to the escrow account which will be opened by the Company.
- vi. In case of partial or non-acceptance of orders or excess pay-in, Demat Shares shall be released to the securities pool account of the Selling Member/ custodian, post which, Seller Member(s) would then issue contract note for the share accepted and return the balance shares to the Eligible Persons.
- vii. Any excess physical shares pursuant to acceptance or allotment or rejection will be released back to the investors directly by the Registrar to the Offer.

g. Settlement of Funds/Payment Consideration

- i. The settlement of fund obligation for demat and physical shares shall be effected through existing settlement accounts of trading members.
- ii. The funds received from Buyer Member by the Clearing Corporation will be released to the Seller Member(s) as per secondary market pay out mechanism.
- iii. Shareholders who intend to participate in the Buyback should consult their respective Seller Member for payment to them of any cost, charges and expenses (including brokerage) that may be levied by the Seller Member upon the selling Shareholders for tendering Equity Shares in the Buyback (secondary market transaction). The Buyback consideration received by the selling Shareholders from their respective Seller Member, in respect of accepted Equity Shares, could be net of such costs, charges and expenses (including brokerage) and the Company accepts no responsibility to bear or pay such additional cost, charges and expenses (including brokerage) incurred solely by the selling shareholders.

h. Special Account opened with the Clearing Corporation of the Stock Exchanges

The details of transfer of Demat Shares to Special account of Clearing Corporation by Trading Member/Custodian shall be informed in the issue opening circular that will be issued by the Recognized Stock Exchanges / Clearing Corporation.

i) Rejection Criteria

The shares tendered by Eligible Person(s) would be liable to be rejected on the following grounds:

1. For shareholders holding shares in the dematerialized form if

- a. the Shareholder is not a Shareholder of the Company as on the Record date
- b. if there is a name mismatch in the demat account of the Shareholder
- c. if the Eligible Person(s) has made a duplicate bid on both the recognized stock exchanges.

2. For shareholders holding shares in physical form if

- a. The documents mentioned in Instruction number 3 and 4 of the Tender Form for physical shareholders are not received by the Registrar before the close of business hours on Monday, August 24, 2015,
- b. If there is any other company share certificate enclosed with the Tender Form instead of the share certificate(s) of the Company;
- c. If the transmission of shares is not completed, and the shares are not in the name of the Eligible Person(s)
- d. If the Eligible Person(s) bid the shares but the RTA does not receive the physical share certificate(s)
- e. In case the signature in the Tender Form and Form SH 4 doesn't match as per the specimen signature recorded with Company/Registrar.

21. NOTE ON TAXATION

SHAREHOLDERS ARE ADVISED TO CONSULT THEIR TAX ADVISORS FOR TAX TREATMENT ARISING OUT OF THE PROPOSED BUY-BACK THROUGH TENDER OFFER AND APPROPRIATE COURSE OF ACTION THAT THEY SHOULD TAKE. THE PURCHASER DOES NOT ACCEPT NOR HOLD ANY RESPONSIBILITY FOR ANY TAX LIABILITY ARISING TO ANY SHAREHOLDER AS A REASON OF THIS BUY BACK.

Given below is a broad summarization of the applicable sections of the Income-tax Act, 1961 ("IT Act") relating to treatment of income-tax in case of buy back of listed equity shares under the acquisition window route set up by the recognized stock exchanges, which is provided only as a guidance.

1. CLASSIFICATION OF SHARES AND SHAREHOLDERS

Based on the provisions of the IT Act shares can be classified under the following categories:

- Shares held as investment (Profits or gains arising from the transfer would be taxable under the head “Capital Gains”)
- Shares held as stock-in-trade (Profits or gains arising from the transfer would be taxable under the head “Profits and gains of business or profession”)

Based on the provisions of the IT Act, shareholders can be classified under the following categories:

(a) Resident shareholders being

- Individuals or Hindu Undivided Family (“HUF”)
 - Others

(b) Non-Resident shareholders being

- Non-Resident Indians (NRIs)
- Foreign Institutional Investors (FIIs)
- Foreign Companies
- Others

2. DEFINITIONS

Long-term capital asset means a capital asset which is not a short term capital asset.

Long-term capital gain means capital gain arising from the transfer of a long-term capital asset.

In case of a security (other than a unit) listed in a recognized stock exchange in India, an asset held by an assessee for a period not more than twelve months shall be considered as short-term capital asset.

Tax does not include applicable surcharge, education cess and secondary education cess.

3. SHARES HELD AS INVESTMENT

Capital gains on buy back of shares is governed by the provisions of Section 46A of the IT Act. As per the provisions of Section 46A, buy back of share, held as investment, would attract capital gains in the hands of shareholder subject to the provisions of Section 48 of the IT Act.

However, where the transaction of sale (buy-back) of such equity share is entered into in a recognized stock exchange and such transaction is chargeable to securities transaction tax, then,

- a) the Long Term Capital Gains (“LTCG”) arising from such transaction would be exempt under Section 10(38) of the IT Act; and
- b) the Short Term Capital Gains (“STCG”) arising from such transaction would be subject to tax @15% under Section 111A of the IT Act. Further, in case of resident Individual or HUF, the benefit of maximum amount which is not chargeable to income-tax is considered while computing the tax on such STCG.

4. SHARES HELD AS STOCK IN TRADE

If the shares are held as stock-in-trade by any of the Shareholders of the Company, the following will apply:

(i) Resident Shareholders:

- (a) For individuals or HUF and in any other case of a resident, profits would be taxable at slab rates
- (b) For domestic companies' profits would be taxable @ 30%.

No benefit of indexation by virtue of period of holding would be available in any case.

(ii) Non-Resident Shareholders:

- (a) For non-residents (excluding FIIs), taxability of profits as business income would be subject to beneficial provisions of applicable Double Taxation Avoidance Agreement ('DTAA')

(b) Where DTAA provisions are not applicable:

- For non-resident individuals or HUF profits would be taxable at slab rates
 - For foreign companies, profits would be taxed in India @ 40%

22. DECLARATION BY THE BOARD OF DIRECTORS

Declaration as required under clause (ix) and clause (x) of Part A of Schedule II to the Buy-Back Regulations:

The Board of Directors have confirmed that there are no defaults subsisting in the repayment of deposits/interest thereon, redemption of debentures or preference shares, payment of dividend to any shareholder or repayment of term loans/ interest thereon to any financial institutions or banks.

The Board of Directors of the Company have made full enquiry into the affairs and prospects of the Company and have formed the opinion that:

- a) immediately following the date of convening of the Board Meeting at which the buy-back of the Company's equity shares is approved and the date on which the results of the Postal Ballot will be declared, there will be no grounds on which the Company can be found unable to pay its debts.
- b) as regards the Company's prospects for the year immediately following the date of the Board Meeting held on April 23, 2015 as well as the year immediately following the date on which the results of the Postal Ballot will be approving the buy-back, and having regard to the Board's intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources, which will, in the Board's view, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within a period of one year from the date of the Board Meeting approving the buy-back or within a period of one year from the date on which the results of the Postal Ballot will be declared, as the case may be.
- c) In forming its opinion aforesaid, the Board has taken into account the liabilities (including prospective and contingent liabilities) as if the Company were being wound up under the provisions of the Act.
- d) That the debt equity ratio of the Company after the buy-back will be within the limit of 2:1 as prescribed under the Act.

This declaration is made and issued by the Board of Directors under the authority of the Board in terms of the resolution passed at the meeting held on April 23, 2015.

For and on behalf of Board of Directors of **Sasken Communication Technologies Limited**

Sd/-
Rajiv C. Mody
Chairman and Managing Director

Sd/-
Neeta S. Revankar
Whole-time Director & Chief Financial Officer

23. AUDITORS CERTIFICATE

The text of the report dated April 23, 2015 received from M/s. S.R. Batliboi & Co., LLP, Statutory Auditor of the Company addressed to the Board of Directors is reproduced below:-

To
The Board of Directors
Sasken Communication Technologies Limited
139/25, Ring Road Domlur,
Bangalore – 560 071

Dear Sirs,

Subject: Report in terms of the Companies Act, 2013 and SEBI (Buy-back of Securities) Regulations, 1998 (as amended)

1. In connection with the proposal of Sasken Communication Technologies Limited ('the Company'), and as approved by its Board of Directors at its meeting held on April 23, 2015, to buy-back its shares and in pursuance to the provisions of Section 68, Section 69 and Section 70 of the Companies Act, 2013 ("the Act") and SEBI (Buy-back of Securities) Regulations, 1998 (as amended) ("the Regulations"), and based on the information and explanations given to us which to the best of our knowledge and belief were necessary for this purpose, we report as follows:

- i) We have inquired into the Company's State of Affairs in relation to its audited financial statements as at March 31, 2015.
- ii) The Board of Directors has proposed to Buy-back the Company's equity to the extent of approximately 41.57 lacs equity shares of Rs.10 each at a premium of Rs.250 per share aggregating to Rs.10,809 lacs . The amount of permissible capital payments towards Buy-back of equity shares has been properly determined in accordance with Section 68(2)(c) of the Act:

Particulars	Amount (Rs. in lacs)
Paid-up capital as at March 31, 2015* (21,344,873 equity shares of Rs. 10 each fully paid-up)	2,134.49
Free Reserves as on March 31, 2015*	
Securities Premium Account	6,524.09
General Reserve	4,312.50
Surplus in Profit and Loss Statement	30,266.42
Total	43,237.50
Maximum amount permissible for the buy-back i.e. 25% of total paid-up equity capital and free reserves	10,809.38

*Calculation in respect to buy-back is done on basis of audited financial statements of the Company for the year ended March 31, 2015 which is not more than six months old from the date of offer document.

iii. a) The Board of Directors in their meeting held on April 23, 2015, have formed the opinion as specified in the Act and the Regulations, on reasonable grounds that the Company will not, having regard to its state of affairs, be rendered insolvent within a period of one year from that date and;

b) We are not aware of anything to indicate that the opinion expressed by the Directors in the declaration as to any of the matters mentioned in the declaration is unreasonable in circumstances as at the date of declaration.

2. Compliance with the provisions of the Act and the Regulations is the responsibility of the Company's management. Our responsibility is to verify the factual accuracy based on the procedures we performed.

3. We performed our procedures, in accordance with the Guidance Note on Audit Reports and Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (“ICAI”). These procedures include examining evidence supporting the particulars above on a test basis.

4. This report has been prepared for and only for the Company and is in reference to proposed buy-back of Equity Shares in pursuance of the provisions of the Act and the Regulations and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose, save where expressly agreed by our prior consent in writing.

For **S.R. Batliboi & Co. LLP**
ICAI Firm Registration No. 301003E
Chartered Accountants

per Navin Agrawal
Partner
Membership No. 56102

Date: April 23, 2015
Place: Bangalore

24. DOCUMENTS FOR INSPECTION

Copies of the following documents will be available for inspection at the Registered Office of the Company at 139/25, Ring Road, Domlur, Bengaluru - 560 071, India between 10 a.m. and 5.00 p.m. on all working days (Monday to Friday) during the offer period.

- a) Certificate of Incorporation of the Company.
- b) Memorandum and Articles of Association of the Company.
- c) Annual reports of the Company for the financial years ended March 31, 2014 and 2013 & Audited financial results for the year ended March 31, 2015.
- d) Copy of resolution passed by the Board of Directors at their meeting held on April 23, 2015 recommending the proposal of the Buy-Back.
- e) Copy of the resolution passed by the Shareholders through postal ballot process on June 25, 2015 approving the Buy-back.
- f) Certificate dated April 23, 2015 received from M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, the Statutory Auditors of the Company, in terms of clause (xi) of Part A to Schedule II of the Buy-Back Regulations.
- g) Certificate from Mr. S.S.Swamy dated June 30, 2015 certifying that the Company has made firm financing arrangements for fulfilling the obligations under the Buy-Back, in accordance with the Regulations.
- h) Copy of Public Announcement dated June 27, 2015 and copy of Corrigendum to Public Announcement dated July 31, 2015 published in the newspapers on June 29, 2015 and August 01, 2015 respectively regarding Buy-Back.
- i) Copy of Declaration of Solvency and an affidavit verifying the same as per Form SH-9 of the Companies (Share Capital and Debentures) Rules, 2014.
- j) Copy of Escrow Agreement dated July 31, 2015 between Sasken Communication Technologies Limited, Union Bank of India and Karvy Investor Services Limited.
- k) Bank guarantee for Rs. 25,80,82,000 dated July 31, 2015 in favour of Manager to the Buy-back.
- l) Confirmation letter by the Escrow Bank dated July 31, 2015 that the Escrow Account has been opened and Escrow Amount has been deposited.
- m) SEBI comments vide letter no. CFD/DCR2/OW/21105/2015 dated July 28, 2015 issued in terms of the Buy-Back Regulations.

25. DETAILS OF THE COMPLIANCE OFFICER

Mr. S. Prasad,
Associate Vice President & Company Secretary,
Sasken Communication Technologies Limited,
139/25, Ring Road, Domlur,
Bengaluru - 560 071,
Tel: 91 80 6694 3000,
Fax: 91 80 2535 1309;
Website: www.sasken.com;
E-mail: investor@sasken.com.

Investors may contact the Compliance Officer for any clarification or to address their grievances, if any, during office hours i.e.10.00 a.m.to 5.00 p.m. on all working days except Saturday, Sunday and public holidays.

26. DETAILS OF THE REMEDIES AVAILABLE TO THE EQUITY SHAREHOLDERS

(i) In case of any grievances relating to the Buy-back (e.g. non-receipt of the Buy-back consideration, share certificate, demat credit, etc.), the investor can approach the Manager to the Buy-back at cmg@karvy.com and/or Registrar to the Buy-back and/or Compliance Officer of the Company for redressal.

(ii) If the Company makes any default in complying with the provisions of Section 68 of the Companies Act or any rules made there-under, or any regulation or under clause (f) of sub-section (2) of Section 68 of the Companies Act, the Company or any officer of the Company who is in default shall be punishable with imprisonment for a term and its limit, or with a fine and its limit or with both in terms of the Companies Act.

(iii) The address of the concerned office of the Registrar of Companies is as follows:

The Registrar of Companies, Bengaluru

`E` Wing, 2nd Floor, Kendriya Sadan,
Kormangala, Bengaluru – 560034

27. DETAILS OF INVESTOR SERVICE CENTRE

In case of any query, the Equity Shareholders may contact the Registrar & Transfer Agent of the Company on any day except Saturday, Sunday and Public holidays between 10.00 a.m. and 5.00 p.m.at the following address:

**Karvy Computershare Private Limited,
(Unit: Sasken Communication Technologies Limited),**

Karvy Selenium Tower B, Plot No.31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad - 500 032.

Tel: +91 40 6716 1591.

Toll Free No.: 1-800-3454-001.

Fax: + 91 40 2300 1153.

Contact Person: Mr. K. Anandan; Email:anandan.k@karvy.com.

SEBI Registration No. INR000000221

28. DETAILS OF THE MANAGER TO THE BUY-BACK

The Company has appointed the following as Manager to the Buy-Back.

KARVY INVESTOR SERVICES LIMITED

“Karvy House”, 46, Avenue 4, Street No. 1,

Banjara Hills, Hyderabad - 500 034.

Tel.: + 91 40 2342 8774/ 2331 2454

Fax: + 91 40 2337 4714/ 2331 1968

Email: cmg@karvy.com

Website: www.karvy.com

Investor Grievance Email: igmbd@karvy.com

Contact Person: Mr. M.P.Naidu

SEBI Registration No. INM000008365

29. DECLARATION BY THE DIRECTORS REGARDING AUTHENTICITY OF THE INFORMATION IN THE LETTER OF OFFER.

As per Regulation 19(1)(a) of the Buy-Back Regulations, the Directors of the Company accept full responsibility for the information contained in this Letter of Offer. This Letter of Offer is issued by Board in terms of the resolution passed by the Board on April 23, 2015.

For and on behalf of Board of Directors of **Sasken Communication Technologies Limited**

Sd/- Rajiv C Mody Chairman & Managing Director	Sd/- Neeta S Revankar Whole-time Director & Chief Financial Officer	Sd/- S. Prasad Associate Vice President & Company Secretary
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Place: Bengaluru

Date: August 01, 2015

Enclosure:

1. Tender Form for Equity Shareholders holding Equity Shares in Dematerialised Form
2. Tender Form for Equity Shareholders holding Equity Shares in Physical Form alongwith Form SH 4.