

BSE Limited, Department of Corporate Services – CRD Phiroze Jeejeebhoy Towers, Dalal Street Mumbai - 400 001 December 2, 2025

National Stock Exchange of India Limited Exchange Plaza, C-1, Block – G, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051

By Web Upload

Dear Sir / Ma'am,

Sub: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements)

<u>Regulations</u>, 2015 (<u>Listing Regulations</u>) – <u>Notice of Postal Ballot seeking approval of shareholders for the appointment of Appointment of Ms. Meeta Malhotra (DIN: 01122839) as</u>

an Independent Director.

Ref: Scrip Code 532663/ SASKEN

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), please find enclosed herewith a copy of the Postal Ballot Notice of the Company dated November 7, 2025, along with the Explanatory Statement thereto ('Notice') for seeking approval of the Members of the Company for the appointment of Ms. Meeta Malhotra as a Non-Executive, Independent Director of the Company, as detailed in the resolution forming part of the Notice.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs, this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depositories / Registrar and Share Transfer Agent and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 28, 2025 ('Cut-off date'). Accordingly, physical copy of the Notice is not being sent to the Members for this Postal Ballot.

The Company has engaged the services of National Securities Depository Limited ('NSDL') to provide remote e-Voting facilities to its members, enabling them to cast their vote electronically and in a secure manner. The remote e-voting period commences from 9.00 a.m. (IST) on Monday, December 8, 2025 and ends at 5.00 p.m. (IST) on Tuesday, January 6, 2026. The e-voting module shall be disabled by NSDL thereafter. The voting rights shall be reckoned on the paid-up value of equity shares registered in the name(s) of the Member(s) as on the cut-off date. Please note that communication of assent or dissent of the Members would only take place through the remote e-voting system. The instructions for remote e-voting are provided in the enclosed Notice.





The Members whose e-mail address is not registered with the Company / Depositories, to receive the Notice, may register their e-mail address with the Company's Registrar and Share Transfer Agent. The process for registration of e-mail address is provided in the enclosed Notice.

The Notice is also available on the website of the Company at <a href="www.sasken.com/investors/general-meeting">www.sasken.com/investors/general-meeting</a> and on the website of National Securities Depository Limited at <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a>.

We request to kindly take the above on record.

Yours faithfully, For Sasken Technologies Limited

Paawan Bhargava Company Secretary

Encl. as above



## Sasken Technologies Limited

Registered Office: 139/25, Ring Road, Domlur, Bengaluru - 560 071.
Tel: +91 80 6694 3000; E-mail: <a href="mailto:investor@sasken.com">investor@sasken.com</a>; Website: <a href="www.sasken.com">www.sasken.com</a>; CIN: L72100KA1989PLC014226

#### NOTICE OF POSTAL BALLOT

VOTING STARTS ON	VOTING ENDS ON	
Monday, December 8, 2025 at 9.00 am (IST)	Tuesday, January 6, 2026 at 5.00 pm (IST)	

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), as amended from time to time, read with the General Circular Nos. 03/2025 dated September 22, 2025, 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the resolution seeking approval for appointment of Ms. Meeta Malhotra (DIN: 01122839) as a Non-Executive Independent Director for a term of up to five years, is proposed to be passed as a Special Resolution by the Members of Sasken Technologies Limited ("Company") through Postal Ballot by voting through electronic means ("remote e-voting") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company / Depositories, please follow the process provided in the Notes to receive this Notice.

An Explanatory Statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the Special Resolution setting out the material facts and reasons thereof, is appended to this Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors of your Company has appointed Mr. Gopalakrishnaraj H H (Membership No. FCS: 5654; CP: 4152), Practicing Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from 9.00 a.m. (IST) on Monday, December 8, 2025, and ends at 5.00 p.m. (IST) on Tuesday, January 6, 2026. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before 5.00 p.m. (IST) on Thursday, January 8, 2026.

The said results along with the Scrutinizer's Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <a href="www.sasken.com">www.sasken.com</a> and on the website of National Securities Depository Limited ("NSDL") <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a>.



#### **SPECIAL BUSINESS**

## 1. Appointment of Ms. Meeta Malhotra (DIN: 01122839) as an Independent Director

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

RESOLVED THAT Ms. Meeta Malhotra (DIN: 01122839) who was appointed as an Additional Director (Non-Executive Independent Director) of the Company effective October 22, 2025 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with Article 112 of the Articles of Association of the Company, who is eligible for said appointment and has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing her candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company.

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time, Ms. Meeta Malhotra (DIN: 01122839) who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as a Non-Executive Independent Director of the Company, be and is hereby appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a term of up to five years commencing from October 22, 2025 to October 22, 2030.

RESOLVED FURTHER THAT the Board of Directors of the Company including any of its Committees, be and is hereby authorized to take all such steps as may be necessary, proper an expedient to give effect to this Resolution.

By order of the Board

Bengaluru November 7, 2025 Paawan Bhargava Company Secretary Membership No. ACS26587



#### **NOTES**

- 1. An Explanatory Statement pursuant to Sections 102 and 110 of the Act read with Rule 22 of the Rules, setting out material facts concerning the businesses stated in the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26 and 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment is also forming part of said Statement.
- 2. Mr. Gopalakrishnaraj H H, Practicing Company Secretary (Membership No. FCS: 5654; CP: 4152) is appointed as the Scrutinizer for conducting the Postal Ballot through e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- 3. In compliance with the provisions of Section 108 and 110 of the Act read with the Rules, the MCA Circulars and Regulation 44 of the Listing Regulations, the Company is providing the facility to all its members to exercise their right to vote by electronic means as an alternate mode of voting which will enable them to cast their votes electronically, for which necessary arrangements have been made by the Company with National Securities Depository Limited (NSDL) as the agency for providing e-voting facility. The instructions for e-voting provided as part of this Notice which the members are requested to read carefully before casting their vote.
- 4. In compliance with the circulars, Notice along with the Explanatory Statement is being sent only through electronic mode to those members whose names appear on the Register of Members / List of beneficial owners as received from the Depositories / Kfin Technologies Limited, the Company's Registrar and Transfer Agent ("RTA") as on Friday, November 28, 2025 (Cut-off date) and whose email address is registered with the Depositories / RTA.
- 5. Shareholders may note that the Notice will also be available on the Company's website <a href="www.sasken.com">www.sasken.com</a>, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at <a href="www.bseindia.com">www.bseindia.com</a> and <a href="www.nseindia.com">www.nseindia.com</a> respectively, and on the website of NSDL at <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a>. The shareholders who have not received the Notice due to any reasons may access the same on the website of the Company, Stock Exchange(s) or of NSDL.
- 6. Shareholders holding shares in dematerialised mode are requested to register / update their email address with the relevant Depository Participants (DP) and to the RTA, in case the shares are held in physical form by providing requisite details. In case of any queries / difficulties in registering the e-mail address, shareholders may write to M/s. Kfin Technologies Limited, RTA at <a href="einward.ris@kfintech.com">einward.ris@kfintech.com</a> with a copy marked to the Company at <a href="eooce@sasken.com">eooce@sasken.com</a>.
- 7. Shareholders seeking any information with regard to the proposed resolution, or any matter covered in the notice are requested to write to the Company through email to <a href="mailto:cosec@sasken.com">cosec@sasken.com</a>. The same will be replied by the Company suitably.
- 8. Shareholders would be able to cast their votes and convey their assent or dissent to the proposed resolution only through e-voting. Members whose names appear in the list of beneficial owners / register of members provided by the Depositories as on the Cut-off date will only be considered eligible for the purpose of e-voting.
- 9. Persons who become shareholders of the Company after the Cut-off date, should treat this notice only for information purpose and are not entitled to vote.



- 10. The voting rights of the shareholders shall be in proportion to their shares in the total paid-up equity share capital of the Company as on the Cut-off date.
- 11. E-voting will commence on Monday, December 8, 2025 at 9.00 am (IST) and ends on Tuesday, January 6, 2026 at 5.00 pm (IST). Members should cast their votes during this period, for votes to be eligible for being considered. The members shall not be entitled to vote thereafter. Once the vote on a resolution is cast by the members, they shall not be allowed to change it subsequently.
- 12. All material documents referred to in this Notice will be available for inspection electronically until the closing date of e-voting.
- 13. The resolution, if approved shall be deemed to have been passed on the last date of e-voting, i.e., January 6, 2026.
- 14. The voting results of the Postal Ballot and Scrutinizer's Report will be submitted within 2 working days of conclusion of postal ballot process and the same will be displayed on the websites of the Stock Exchange(s), i.e., BSE Limited and National Stock Exchange of India Limited and on Company's website at www.sasken.com.



#### PROCEDURE FOR E-VOTING

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

## STEP 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
Individual Shareholders	1. For OTP based login you can click on
holding securities in demat	https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. you will
mode with NSDL.	have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification
	code and generate OTP. Enter the OTP received on registered email
	id/mobile number and click on login. After successful authentication, you
	will be redirected to NSDL Depository site wherein you can see e-Voting
	page. Click on company name or e-Voting service provider i.e. NSDL
	and you will be redirected to e-Voting website of NSDL for casting your
	vote during the remote e-Voting period.
	2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL viz.
	https://eservices.nsdl.com either on a Personal Computer or on a mobile.
	On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will
	prompt you to enter your existing User ID and Password.
	3. After successful authentication, you will be able to see e-voting services
	under Value added services. Click on "Access to e-voting" under e-
	voting services and you will be able to see e-voting page. Click on
	company name or e-voting service provider i.e., NSDL and you will be
	re-directed to e-voting website of NSDL for casting your vote during the
	e-voting period.
	4. If you are not registered for IDeAS e-Services, option to register is
	available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> . Select "Register Online for IDeAS Portal" or click at
	https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
	5. Visit the e-voting website of NSDL. Open web browser by typing the
	following URL: www.evoting.nsdl.com either on a Personal Computer
	or on a mobile. Once the home page of e-voting system is launched, click
	on the icon "Login" which is available under 'Shareholder/Member'
	section. A new screen will open. You will have to enter your User ID
	(i.e., your sixteen-digit demat account number hold with NSDL),
	Password/OTP and a Verification Code as shown on the screen. After
	successful authentication, you will be redirected to NSDL Depository site
	wherein you can see e-voting page. Click on company name or e-voting service provider i.e., NSDL and you will be redirected to e-voting
	website of NSDL for casting your vote during the e-voting period.
	website of 1350L for easing your voic during the c-voting period.



	6. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.  NSDL Mobile App is available on  App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	<ol> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon &amp; New System Myeasi Tab and then use their existing my Easi / Easiest username &amp; password.</li> <li>After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting their vote during the e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>If the User is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com. Click on -&gt; login -&gt; New System Myeasi Tab and then click on Register option.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile &amp; E-mail as recorded with Depositories. After successful authentication, user will be able to see the e-voting option where the e-voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your DP registered with NSDL / CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on <i>Company name</i> or <i>e-voting service provider</i> i.e., NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the e-voting period.

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

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



Login type	Helpdesk details
Individual Shareholders holding	Members facing any technical issue in login can contact NSDL
securities in demat mode with NSDL	helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 -
	4886 7000.
Individual Shareholders holding	Members facing any technical issue in login can contact CDSL
securities in demat mode with CDSL	helpdesk by sending a request at <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or
	contact at toll free no. 1800 21 09911.

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

## **Process for Logging-in to NSDL e-voting website**

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

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

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********* then your user ID is 12*********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example, if folio number is 001*** and EVEN is 137833 then user ID is 137833001***

- 5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those** shareholders whose email IDs are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
  - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the One Time Password (OTP) based login for casting the votes on the e-voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, 'Home page' of e-voting will open.

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

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

## **GENERAL GUIDELINES FOR SHAREHOLDERS**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to <a href="mailtoscrutinizer@sasken.com">scrutinizer@sasken.com</a> with a copy marked to <a href="mailtoscoe@sasken.com">cosec@sasken.com</a> and <a href="mailtoscoe@sasken.com">evoting@nsdl.co.in</a>. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login.



- 2. It is recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <a href="www.evoting.nsdl.com">www.evoting.nsdl.com</a> or call on 022 4886 7000 or send a request at <a href="evoting@nsdl.com">evoting@nsdl.com</a>.

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

- 1. In case shares are held in physical mode please provide Folio No., Name of the Shareholder(s), scanned copy of the Share Certificate (front and back), PAN (self-attested), AADHAR (self-attested) by email to <a href="mailto:einward.ris@kfintech.com">einward.ris@kfintech.com</a> with a copy marked to <a href="mailto:cosec@sasken.com">cosec@sasken.com</a>. RTA will revert with the process and requisite documents for registration of Email ID in the Folio.
- 2. In case shares are held in demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16 digit beneficiary ID), Name, Copy of updated client master data or Consolidated Account statement, PAN (self-attested), AADHAR (self-attested) at <a href="maintenance-einward.ris@kfintech.com">einward.ris@kfintech.com</a> with a copy marked to <a href="maintenance-einward.ris@kfintenance-einward.ris@kfintech.com">einward.ris@kfintech.com</a> with a copy marked to <a href="maintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kfintenance-einward.ris@kf
- 3. Alternatively, shareholders may send a request to <a href="evoting@nsdl.co.in">evoting@nsdl.co.in</a> for procuring User ID and password for e-voting by providing above mentioned documents.



#### **EXPLANATORY STATEMENT**

As required under Section 102 and Section 110 of the Act and Regulation 36 of Listing Regulations, the following explanatory statement sets out material facts relating to business mentioned in the accompanying Notice and should be read as forming part of the Notice.

#### Item No. 1:

Based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed **Ms. Meeta Malhotra (DIN: 01122839)** as an Additional Director of the Company and also as an Independent Director not liable to retire by rotation, for a term of five years, *i.e.*, from October 22, 2025 upto October 22, 2030 (both days inclusive), subject to approval by the shareholders of the Company.

Ms. Malhotra, born on September 28, 1965, is an entrepreneur and brand strategist with over 25 years of leadership experience in brand consulting, marketing, and design. She was a Partner at Ray+Keshavan, India's leading brand consultancy acquired by WPP, and Co-founder of Kinetic Glue, a SaaS collaboration platform acquired by BMC Software. She advises technology startups and social enterprises and serves on the Management Committee of Plaksha University.

She is a Stanford Distinguished Careers Institute Fellow (2024–25) and a volunteer consultant for the Stanford Seed program. She holds a BA Honors degree in Economics from Lady Shri Ram College, Delhi University. She is a Designated Partner at Tasume Design LLP and Ibexa Partners LLP.

Her expertise spans brand, design, and marketing across B2C and B2B sectors, with clients including Airtel, Kotak Bank, Vistara Airlines, Etsy, Vodafone, Unilever, P&G, Thoughtworks, TCS, Genpact, Wipro, and Infosys.

Given her educational, professional background, skills, competence and experience, the Board had considered that her appointment for a term of up to 5 consecutive years would be beneficial to the Company. In the opinion of the Board, she fulfils the conditions specified in the Act, the Rules made thereunder and Listing Regulations for her appointment as a Woman Independent Director of the Company and is Independent of the management.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of Listing Regulations, she has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

She has also confirmed that she is not disqualified from being appointed as Director, in terms of the provisions of Section 164 of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company. There is no inter se relationship between her and any other member of the Board and other Key Managerial Personnel of the Company.

The Company has, in terms of Section 160(1) of the Act, received a notice in writing from the Member, proposing her candidature for the office of Director. She does not hold any equity shares of the Company and her office shall not be liable to retire by rotation.

All documents referred to in the aforesaid Notice and Explanatory Statement, shall be available for inspection through electronic mode and request for the same may be sent on <a href="mailto:cosec@sasken.com">cosec@sasken.com</a>.



A copy of the draft letter of appointment of an Independent Director setting out the terms and conditions is available at the website of the Company at <a href="https://www.sasken.com">www.sasken.com</a>.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulations 17 and 25 of Listing Regulations and other applicable Regulations, the appointment of Ms Meeta Malhotra as Non-Executive Independent Director is now being placed before the Members for their approval by way of a Special Resolution. The Board of Directors recommends the said appointment for the consideration and approval of the members.

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

By order of the Board

Bengaluru November 7, 2025 Paawan Bhargava Company Secretary Membership No. ACS26587



## **Details of Director seeking appointment**

[In pursuance of Regulation 36(3) of the Listing Regulations and Secretarial Standard – 2 on General Meetings]

Name	Ms. Meeta Malhotra
Director Identification Number (DIN)	01122839
Designation / Category of Director	Non-Executive Director (Independent)
Date of Birth and Age	September 28, 1965 (60 years)
Date of first appointment	October 22, 2025
Qualifications	She holds a BA Honors degree in Economics from Lady Shri Ram College, Delhi University. She is a Stanford Distinguished Careers Institute Fellow (2024–25).
Expertise in specific functional areas	Her expertise spans brand, design, and marketing across B2C and B2B sectors, with clients including Airtel, Kotak Bank, Vistara Airlines, Etsy, Vodafone, Unilever, P&G, Thoughtworks, TCS, Genpact, Wipro, and Infosys.
Terms and Conditions of appointment	Appointment as a Non-Executive Independent Director for a term of five years commencing from October 22, 2025 to March 3, 2030, not liable to retire by rotation.
Details of remuneration last drawn	Not applicable
Details of remuneration sought to be paid	<ul> <li>Sitting fees for attending Board and Committee meeting, if any.</li> <li>Commission, as determined by the Board and its Committees.</li> </ul>
Number of Board meetings attended during the Financial Year 2025-2026	Not applicable
Directorship held in other companies (excluding Foreign Companies)	She is a Designated Partner at Tasume Design LLP and Ibexa Partners LLP.
Listed Entities from which she has resigned as Director in past 3 years	Nil
Memberships / Chairmanships of committees of the Company / other companies (excluding foreign companies)	Nil
Number of Equity Shares held in the Company including shareholding as a beneficial owner	Nil
Relationship with other Directors & Key Managerial Personnel of the Company	None