Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

To:

The Chairman and Managing Director
Sasken Communication Technologies Limited
Registered Office: No.139/25, Ring Road
Domlur,
Bengaluru - 560 071

I, Gopalakrishnaraj H H, Practicing Company Secretary, at No. 369, 16th Main, Jayanagar 4th 'T' Block, Bengaluru – 560 041, appointed as scrutinizer by the Board of Directors of SASKEN COMMUNICATION TECHNOLOGIES LIMITED (the 'Company') for the purpose of scrutinizing the Postal Ballot process for passing the below mentioned resolution as a Special resolution, in a fair and transparent manner.

Resolution passed through Postal Ballot:

Buy-back of Equity Shares of the Company through Tender Offer route:

RESOLVED THAT pursuant to Section 68 and other applicable provisions of the Companies Act, 2013 (the 'Act') and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998, as amended (the 'Buy-back Regulations'), the Articles of Association of the Company and such other permissions and exemptions as may be required from applicable regulatory and statutory authorities, the consent of the equity shareholders of the Company 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 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 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 the 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.

Gopalakrishnaraj H.H. FCS 5654 CP:4152 Company Secretary

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FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred as also to execute such documents, writings, etc., to any Committee of the Board or any other Director(s) or Executive(s) / Officer(s) of the Company as may be necessary to give effect to the aforesaid resolution, including but not limited to appointment of Merchant Bankers, Brokers, Bankers, Solicitors, Registrars, Depository Participants and other intermediaries / agencies for the implementation of the buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts, preparation and issuance of various documents, including Public Announcement, Declaration of Solvency, and Certificate of Extinguishment of shares / share certificates required to be filed in connection with the buy-back and such other undertakings, agreements, papers, documents and correspondence as may be necessary in this regard, to the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies, Depositories and / or other authorities.

Further, we submit our report as under:

1. In accordance with the Notice of the Postal Ballot dispatched to the share holders by prescribed mode and as per the Advertisement published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014 published on May 26, 2015, the voting commenced on May 25, 2015 (at 10:00 hours) and ended on June 23, 2015 (at 17:00 hours) for physical ballot and as well as for e-voting. The e-voting facility was provided by Karvy Computershare Private Limited. The votes were unblocked at around 10:00 hours on June 24, 2015 and the e-voting summary statement was downloaded from e-voting website https://evoting.karvy.com of Karvy Computershare Private Limited.

2. The Equity Shareholders holding shares as on May 15, 2015 (Record Date) were entitled to vote on the resolution stated in the Notice of the Postal Ballot.

3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the voting website https://evoting.karvy.com of Karvy Computershare Private Limited have been taken into account and scrutinized.

4. The ballot papers received have been scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent. Invalid ballots were marked, segregated kept separately and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Karvy Computershare Private Limited, Bengaluru, the Registrar & Share Transfer Agent of the Company.

5. The result of the voting is as under:

   I. Voted **in favour** of the resolution:

	Number of members	**No. of votes cast by them**	**% of total number of valid votes cast**
a) Voted by physical ballot	204	68,598	1.87%
b) Voted by electronic mode	70	36,05,896	98.04%
Total	**274**	**36,74,494**	**99.91%**

Gopalakrishnaraj FCS:6654 CP:4152 Company Secretary

II. Voted **against** the resolution:

	Number of members	**No. of votes cast by them**	**% of total number of valid votes cast**
a) Voted by physical ballot	27	2,692	0.07%
b) Voted by electronic mode	6	622	0.02%
Total	**33**	**3,314**	**0.09%**

Grand Total of valid votes cast	**36,77,808**

III. **Invalid** votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
13	17,347

6. Register of postal ballot and all other relevant records of voting process given / provided / maintained in electronic mode and the physical postal ballots will remain in my custody until the report is approved and taken note by the Chairman and the same shall be handed over thereafter to the Chairman / Company Secretary / Company for safe custody.

7. On the basis of the above results, the Special Resolution as set out in the postal ballot notice has been duly passed by the members with requisite majority.

8. The Promoters, Promoters Group and Persons Acting in Concert have not voted through the postal ballot/e-voting.

9. According to our observations, the process of Postal Ballot has been conducted in a fair and transparent manner.

Place : Bengaluru
Date: June 24, 2015

For Gopalakrishnaraj H H & Associates
Company Secretaries

Gopalakrishnaraj H.H. FCS:5654 CP:4152 Company Secretary

Gopalakrishnaraj H H
Proprietor
CP 4152
FCS 5654