



SASKEN

Sasken Technologies Limited

Registered Office: 139/25, Ring Road, Domlur, Bengaluru - 560 071.
Tel: +91 80 6694 3000; Email: investor@sasken.com; Website: www.sasken.com;
CIN: L72100KA1989PLC014226

NOTICE OF 37TH ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting (AGM) of Sasken Technologies Limited (the Company) will be held on Thursday, August 14, 2025, at 10.00 a.m. (IST) through Video Conferencing / Other Audio-Visual Means (VC), to transact the following businesses. The venue of the AGM shall be deemed to be registered office of the Company at 139/25, Ring Road, Domlur, Bengaluru - 560 071.

Ordinary Business

Item No. 1 Adoption of Financial Statements

To receive, consider and adopt the audited financial statements (including the consolidated financial statements) of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and auditors thereon.

Item No. 2 Confirmation and declaration of Dividend

To (a) confirm the payment of Interim Dividend of ₹ 12 per equity share of ₹ 10 each and (b) declare a Final Dividend of ₹ 13 per equity share of ₹ 10 each for the financial year ended March 31, 2025.

Item No. 3 Appointment of Dr. G. Venkatesh as a Director, liable to retire by rotation

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

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, approval of members of the Company, be and is hereby accorded to re-appoint Dr. G. Venkatesh (DIN: 00092085) as a Director, who is liable to retire by rotation.

Special Business

Item No. 4 Appointment of Secretarial Auditors for a period of 5 years

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 179, 204 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder and Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and based on the recommendations of the Audit Committee and the Board of Directors, the approval of members be and is hereby accorded for the appointment of M/s. J Sundharesan & Associates, Company Secretary in Practice (CP No. 5164) as Secretarial Auditors of the Company for a term of upto 5 consecutive years, commencing from Financial Year 2025-2026 till Financial Year 2029-2030, at such remuneration as may be determined by the Board of Directors (including its committees thereof) and to avail any other services, certificates or reports, as permissible under applicable laws.

RESOLVED FURTHER THAT the Chairman, Managing Director & CEO, Chief Financial Officer and Company Secretary be and are hereby severally authorized to do all such acts, deeds, things and to sign, execute and file all such documents, forms and writings with authorities as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

Item No. 5 To approve remuneration payable to Non-Executive Directors of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation

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of Nomination and Remuneration Committee and the Board of Directors, the approval of the members be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Directors of the Company for the financial year 2026 and thereafter, at an amount not exceeding 1% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said remuneration be paid (a) in addition to sitting fees and reimbursement of any expenses incurred for attending the meetings of the Board of Directors (including its committees thereof) and (b) in such amount, proportion and manner as may be determined and decided by the Board of Directors (including its committees thereof) from time to time.

RESOLVED FURTHER THAT if there are no or inadequate profits in any financial year, the Company shall pay the Non-Executive Directors (excluding Promoter and Promoter group Directors), remuneration (excluding sitting fees) which shall be in accordance with Schedule V of the Companies Act, 2013 or an amount as may be determined by the Board of Directors (including its Committees thereof), not exceeding ₹ 1 crore in aggregate, excluding sitting fees.

RESOLVED FURTHER THAT the Chairman, Managing Director & CEO, Chief Financial Officer and Company Secretary be and are hereby severally authorized to do all such acts, deeds, things and to sign, execute and file all such documents, forms and writings with authorities as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

By order of the Board of Directors
For Sasken Technologies Limited

Bengaluru
April 25, 2025

Paawan Bhargava
Company Secretary
Membership No.: A26587

Notes

1. Pursuant to General Circular No. 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars") companies are permitted to hold AGM through Video Conferencing / Other Audio-Visual Means (VC), without the physical presence of the members at a common venue. In compliance with the Circulars, the AGM of the Company is being held through VC.
2. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this AGM is being held through VC, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).
4. Members under the category of Institutional Investors (i.e. other than individuals, HUF, NRI etc.) are encouraged to attend through VC and vote at the AGM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Scrutinizer by email to scrutinizer@sasken.com with a copy marked to evoting@nsdl.com and cosec@sasken.com. Institutional Investors 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.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e., August 14, 2025. Members seeking to inspect such documents can send an email to investor@sasken.com.
6. Members may note that the Income-tax Act, 1961, (the IT Act) as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a company on or after April 1, 2020, shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. To enable us to determine the

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appropriate TDS rate as applicable, members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Shareholders having valid PAN and linked to their Folio	10%* or as notified by the Government of India (Gol)
Shareholders not having PAN / valid PAN or it is not linked to their Folio	20% or as notified by the Gol

**As per Section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid / inoperative and such person shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.*

Please note that in case your PAN which was earlier linked with Aadhar gets delinked due to any reason and status remains same, at the time of payment of dividend, then the Company will deduct higher TDS. Further, in case PAN gets delinked with Aadhar after payment of dividend, in such case Company reserves the right to claim shortfall in TDS along with interest, if applicable from the shareholder.

However, no tax shall be deducted on the dividend payable to resident individual shareholders if the total dividend to be received by them during financial year 2025-26 does not exceed ₹ 10,000, and in cases where members provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding of tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable Sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Gol on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of such shareholder(s). For this purpose, i.e., to avail the benefits under the DTAA read with MLI, non-resident shareholders should provide the following:

- Copy of the PAN card allotted by the Indian Income Tax Authorities duly attested by the shareholder(s) or details as prescribed under Rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2025-26 obtained from the revenue or tax authorities of the country of tax residence, duly attested by shareholder(s).
- Electronic Form 10F as per Notification No. 03/2022 dated July 16, 2022, issued by the Central Board of Direct Taxes. Form 10F can be obtained electronically through the e-filing portal of the income tax website i.e. www.incometax.gov.in/iec/foportal.
- Self-declaration by the shareholder(s) of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident shareholder(s).
- Any other documents as prescribed under the IT Act for lower withholding of taxes, if applicable, duly attested by the shareholder(s).

In case of Foreign Institutional Investors (FII) / Foreign Portfolio Investors (FPI), tax will be deducted under Section 196D of the IT Act at the rate of 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, subject to the submission of above documents, if applicable.

The aforementioned documents to be sent to the Company at cosec@sasken.com on or before Wednesday, August 6, 2025. No communication would be accepted from shareholders after Wednesday, August 6, 2025, regarding tax-withholding matters. Shareholders may write to investor@sasken.com for any clarifications on this subject. TDS certificates in respect of tax deducted, if any, will be sent to the shareholders on their registered mail ID and may also be requested by writing to the Company at investor@sasken.com. Shareholders can check their tax credit in Form 26AS from the e-filing account at www.incometax.gov.in/iec/foportal or "View Your Tax Credit" on www.tdscpc.gov.in.

7. In compliance with the Circulars, Notice along with the Annual Report 2024-25 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company / Depositories. Shareholders may note that the

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Notice and Annual Report 2024-25 will also be available on the Company's website www.sasken.com, website of the Stock Exchanges i.e., BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com) and on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.

8. Shareholders are requested to address all correspondence, including dividend-related matters to Registrar and Transfer Agent (RTA), Kfin Technologies Limited, Unit: Sasken Technologies Limited, Selenium Tower B, Plot 31-32 Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500 032 and email at einward.ris@kfintech.com.
9. In compliance with Section 108 of the Act, read with the corresponding Rules, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and in terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its shareholders to exercise their votes electronically through the electronic voting (e-voting) facility provided by NSDL. Shareholders who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by shareholders holding shares in dematerialized mode, physical mode and for shareholders who have not registered their email addresses is provided in the 'Procedure for remote e-voting and e-voting during the AGM' section which forms part of this Notice. The Board has appointed Mr. Gopalakrishnaraj H H, (Membership No. FCS 5654 and CP No. 4152) Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
10. Shareholders holding shares either in physical or dematerialized form, as on cut-off date, i.e., Thursday, August 7, 2025, may cast their votes electronically. The e-voting period commences on Saturday, August 9, 2025, (9.00 am IST) and ends on Wednesday, August 13, 2025, (5.00 pm IST). The e-voting facility will be disabled by NSDL thereafter. Shareholders will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of shareholders shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date. A person who is not a shareholder as on the cut-off date is requested to treat this Notice for information purposes only.
11. The facility for voting during the AGM will also be made available. Shareholders present in the AGM through VC mode and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting facility during the AGM.
12. Any person holding shares in physical form, or a person who acquire shares of the Company and becomes a shareholder of the Company after the Notice is sent and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to evoting@nsdl.com. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in electronic form, who acquire shares of the Company and become shareholders of the Company after the Notice is sent and holding shares as of the cut-off date may follow steps mentioned in the Notice under 'Procedure for remote e-voting and e-voting during the AGM'.
13. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 04, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to the above-mentioned Circulars, shareholders after post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, can initiate dispute resolution through the ODR Portal smartodr.in/login.

14. Shareholders may note that the Board, at its meeting held on April 25, 2025, has recommended a final dividend of ₹ 13 per equity share for the FY 2025. The record date for the purpose of final dividend is Friday, July 18, 2025. The final dividend, once approved by the members in the ensuing AGM, will be paid on or before Friday, September 12, 2025, electronically through various online transfer modes. Members are requested to update their bank account details in their Folio for receiving the said Final Dividend.
15. SEBI vide its circular dated November 3, 2021 subsequently amended by circulars dated December 14, 2021, March 16, 2023, and November 17, 2023, has mandated that effective April 1, 2024, dividend to shareholders holding shares in physical form shall be paid only through electronic mode. Such payment shall be made only if the folio is 'Know Your Client' (KYC) complaint i.e. the details of KYC and nominations are updated.

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In case of non-updation of KYC and nomination details in respect of physical folios, dividend shall be remitted only upon updation of KYC.

16.	Type of Holder	Process to be followed
	Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, KFin Technologies Limited either by email to einward.ris@kfintech.com or by post to KFin Technologies Limited, Unit: Sasken Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032
		Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode
		Form ISR-1
		Update of signature of securities holder
		Form ISR-2
		For nomination as provided in Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014
		Form SH-13
		Declaration to opt out
		Form ISR-3
		Cancellation of nomination by the holder(s) (along with ISR-3) / Change of nominee
		Form SH-14
		Form for requesting issue of duplicate certificate and other service requests for shares / debentures / bonds, etc., held in physical mode
		Form SH-4
	Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

Forms for updating the same are available at www.sasken.com/investors/frequently-asked-questions.

Shareholders holding shares in electronic form are requested to update their PAN, KYC details and nomination with their DP.

17. Shareholders seeking any information with regard to the accounts, or any matter covered in the Notice are requested to write to the Company on or before Wednesday, August 6, 2025, through email to investor@sasken.com. The same will be replied by the Company suitably.
18. The Record Date for the purpose of final dividend will be Friday, July 18, 2025, for determining the list of members eligible for final dividend for the FY 2025 on equity shares, if declared at the AGM.
19. An Explanatory Statement pursuant to Section 102 of the Act, in respect of the businesses under Item Nos. 3, 4 and 5 of the Notice, and relevant details pursuant to Schedule V of the Act, Regulation 36 of the Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM, forms part of this Notice.
20. Shareholders holding shares in electronic form are requested to notify any change in address or bank account details to their respective Depository Participant (DP). Shareholders holding shares in physical form are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the SEBI Circulars issued from time to time. We urge shareholders to utilize the ECS facility for receiving dividends. Please refer Note No. 16 for the process to be followed for updating the Bank account details.
21. As per Regulation 40 of Listing Regulations, as amended, securities of the Company can be transferred only in dematerialized form, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, shareholders holding shares in physical form are requested to consider dematerializing their holdings. Shareholders can contact the Company or Company's RTA for assistance in this regard.
22. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone / mobile number, PAN, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in dematerialized form and to our RTA in the prescribed format for shares held in physical form. The procedure for such requests is detailed in 'General Shareholder Information' section of the Annual Report 2024-25.
23. In case of joint holders, the shareholder whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
24. Shareholders are urged to claim dividends that remain unclaimed by writing to RTA, or to the Company Secretary at the Company's registered office or at investor@sasken.com.
25. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office or at cosec@sasken.com. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.

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27. Dates of some of the key events are reiterated below

Particulars	Details
Time and date of AGM	10.00 am IST, Thursday, August 14, 2025
Cut-off date for determining the shareholders who are entitled to vote on the resolutions set forth in the Notice	Thursday, August 7, 2025
Record date for the purpose of final dividend for the FY 2025	Friday, July 18, 2025
E-voting start time and date	9.00 am IST, Saturday, August 9, 2025
E-voting end time and date	5.00 pm IST, Wednesday, August 13, 2025
E-voting website of NSDL	www.evoting.nsdl.com
Helpline number / email for VC participation	NSDL - 022 - 4886 7000 CDSL - 1800 210 99 11
Final dividend payment date	On or before Friday, September 12, 2025

Instructions for participation through VC mode.

Please follow the below steps for registration and participation:

28. Shareholders will be provided with a facility to attend the AGM through VC mode through the NSDL e-voting facility. Shareholders may access the same at www.evoting.nsdl.com under shareholders login by using the remote e-voting credentials. The link for VC will be available in Shareholder's login where the EVEN of Company will be displayed. Please note that the shareholders who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, shareholders can also use the OTP based login for logging into the e-voting facility of NSDL.

VC mode will be available for shareholders on first come first serve basis.

29. For convenience of the shareholders and proper conduct of AGM, shareholders can login and join at least 15 (fifteen) minutes before the time scheduled for the AGM and shall be logged in throughout the proceedings of AGM.
30. Shareholders who need assistance before or during the AGM with use of technology, can:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000. In case of any further queries, you may also refer the "Frequently Asked Questions (FAQs) for Shareholders" and "evoting User Manual - Shareholder" available at the download section of www.evoting.nsdl.com or send a request to Mr. Falguni C, Assistant Manager at evoting@nsdl.com .
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 210 99 11.

31. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
32. As the AGM is being conducted through VC mode, for the smooth conduct of proceedings of the AGM, shareholders are encouraged to express their views / send their queries in advance mentioning their name, Demat account number / Folio number, email ID, mobile number at investor@sasken.com. Queries received by the Company till 5.00 P.M. (IST) on Wednesday, August 6, 2025, shall be considered and responded during the AGM.

Shareholders who would like to express their views or ask questions during the AGM may kindly register themselves as a speaker by sending a mail to investor@sasken.com between 9.00 A.M. on Monday, July 28, 2025 and 5.00 P.M. (IST) on Wednesday, August 6, 2025.

33. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for the smooth conduct of the AGM.

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Procedure for remote e-voting and e-voting during the AGM

Step 1: Access to NSDL e-voting system – Login method for e-voting and joining virtual AGM for individual shareholders holding securities in demat mode:

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

(a) Individual Shareholders holding securities in demat mode with NSDL.

- i. For OTP based login, Shareholders can click on eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Shareholders will have to enter your 8 digit DP ID, 8 digit client ID, PAN No., Verification code and generate OTP.
- ii. Enter the OTP received on registered email ID / mobile number and click on login.
- iii. After successful authentication, it will be redirected to NSDL Depository site wherein shareholders can see e-voting page.
- iv. Click on Company name or **e-voting service provider i.e. NSDL** and shareholders will be redirected to e-voting website of NSDL for casting the vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
- v. Existing **IDeAS** user can visit the e-Services website of NSDL viz. eservices.nsdl.com.
- vi. 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.
- vii. After successful authentication, you will be able to see e-voting services under Value added services.
- viii. Click on “**Access to e-voting**” under e-Voting services and you will be able to see e-voting page.
- ix. 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 remote e-voting period or joining virtual meeting & voting during the meeting.
- x. If you are not registered for IDeAS e-Services, option to register is available at eservices.nsdl.com. Select “**Register Online for IDeAS Portal**” or click at eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp.
- xi. 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 remote e-voting period or joining virtual meeting & voting during the meeting.
- xii. Shareholders can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.



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(b) Individual Shareholders holding securities in demat mode with CDSL

- i. 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 & New System Myeasi Tab and then use your existing my easi username & password.
- ii. After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is 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 the vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.
- iii. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
- iv. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. & Email ID as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.

(c) Individual Shareholders (holding securities in demat mode) login through their DP:

- i. Shareholders can also join using the login credentials of their demat account through their DPs registered with NSDL / CDSL for e-voting facility.
- ii. Upon logging in, shareholders will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL / CDSL website after successful authentication, wherein you can see e-voting feature.
- iii. 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 or joining virtual meeting and voting during the meeting.

Important note: Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at respective websites.

(d) Your User ID and Password are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Shareholders 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 Shareholders 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 Shareholders 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 133856 then user ID is 133856001***

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
- ii. 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.
- iii. How to retrieve your 'initial password'?
 - 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 from 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'.

NOTICE (Contd.)

- If your email ID is not registered, please follow steps mentioned in Note No. 35 below.
- (e) If you are unable to retrieve or have not received the 'Initial password' or have forgotten your password:
- i. 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.
 - ii. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number / folio number, your PAN, your name and your registered address.
 - iv. Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
- (f) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- (g) Now, you will have to click on "Login" button.
- (h) After you click on the "Login" button, Home page of e-voting will open.

Step 2: Cast your vote electronically and join AGM on NSDL e-voting system.

How to cast your vote electronically and join General Meeting on NSDL e-voting system?

- (a) 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 and General Meeting is in active status.
- (b) Select "EVEN" of Company for which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- (c) Now you are ready for e-voting as the voting page opens.
- (d) 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 also 'Confirm' when prompted.
- (e) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

The instructions for Shareholders for e-voting on the day of the AGM are as under:

- The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Shareholders, who will be present in the AGM through VC mode and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
- Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM, please refer Note No.30 above.

General Information

It is strongly 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.

34. 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 for the resolutions set out in this Notice:
- i. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self attested scanned copy of PAN, Aadhaar / UIDAI card by email to cossec@sasken.com.

NOTICE (Contd.)

- ii. 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 of shareholder, Client Master Data or copy of Consolidated Account Statement, self-attested scanned copy of PAN, Aadhaar / UIDAI Card) to cosec@sasken.com.
- iii. If you are an individual shareholder holding securities in Demat mode - you are requested to refer to the login method explained at Step 1 viz., [Login method for e-voting and joining virtual meeting for individual shareholders holding securities in demat mode](#).
- iv. Alternatively, shareholders may send a request to evoting@nsdl.com for procuring User ID and password for e-voting by providing above mentioned documents.
- v. In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by the Company, individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Explanatory Statement

As required under Section 102 of the Act and Regulation 36 of Listing Regulations, the following explanatory statement sets out material facts relating to business mentioned under Item Nos. 3, 4 and 5 of the accompanying Notice and should be read as forming part of the Notice.

Item No. 3

Dr. G. Venkatesh (DIN: 00092085) was born on June 4, 1961 was originally appointed on January 25, 2005 and was re-categorized as a Non-Executive Director on July 20, 2022.

He is a graduate in Electronics from Indian Institute of Technology (IIT) Madras, a Ph.D in Computer Science from TIFR, Bombay, a Fellow of the Indian National Academy of Engineers, and a Fellow of the IETE. He has been with Sasken since 1995 and has wide experience in Information Technology. He started as a researcher at India's premier research institute TIFR, Bombay, then moved to the Computer Science department of IIT Bombay where he spent 8 years teaching and researching in the areas of temporal logic, functional / logic programming, applications of logic and languages to VLSI design, which resulted in about 50 papers in international conferences and journals in these areas. He made his transition to the industry in 1990 when Sasken was in its start-up phase and moved full-time to Sasken as Technology Head in 1995. He was elevated to the Board on January 25, 2005 as a Whole Time Director and transitioned to Non - Executive Director on January 19, 2015. He played various management roles such as Engineering Head, Global Delivery Head, BU Head, Product Division Head, Chief Technology Officer, etc. He was elected to hold a 'fellowship' position in Sasken by the Governing Council in January 2015.

He has been an adjunct faculty of IIM Bangalore from 2003 to 2013, where he offered a course on the application of game theory to strategic thinking in the technology industry. In 2014, he was appointed by IIT Madras as the Analog Devices Chair Professor in the Department of Electrical Engineering. Since 2017, he serves as a Professor of Practice in the Humanities Department, IIT Madras, where he teaches Technology & Public Policy and Computational Economics and works with state government agencies on policy formulation in education and technology. He is also a co-founder of the online BSc Degree in Programming and Data Science offered by IIT Madras, in which he teaches courses on Computational Thinking and Business Data Management. He also serves on several Government and Industrial committees related to the semiconductor, telecom, and education sectors. In recognition of these activities linking academics and industry, he won the Techno mentor award of the Indian Electronics and Semiconductor Association in 2013 and the Vasvik award for industrial research in 2015.

He is a director in Mylspot Education Services Private Limited, Fulcrum Education Private Limited, IITM Pravartak Technologies Foundation, Agami Fintech Solutions Private Limited and Taco Sasken Automotive Electronics Limited (under liquidation).

He is the Chairman of Stakeholders' Relationship Committee and member of Risk Management Committee and Strategy, Innovation and M & A Committee.

He holds 1,46,260 equity shares of the Company. Please refer to the Corporate Governance Report for the details of the Board & Committee meetings of the Company attended by him during the year.

NOTICE (Contd.)

Item No. 4

M/s. J Sundharesan & Associates, Company Secretary in Practice (CP No. 5164), is one the leading firms of practicing Company Secretaries with over 2 decades of experience providing professional services across Corporate advisory, director onboarding, Corporate Laws, SEBI Regulations, FEMA Regulations, ESG and BRSR reporting. Their expertise includes conducting Secretarial Audits, Due Diligence Audits, Compliance Audits etc. They were appointed as secretarial auditors of the Company for conducting secretarial audit for the financial year 2023-24 and 2024-25. This is not considered as a term of Appointment of Secretarial Auditor as per Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In terms of Section 204 of Companies Act, 2013 read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of Listing Regulations read with SEBI notification dated December 12, 2024, and other applicable provisions, the Company can appoint a peer reviewed firm as secretarial auditors for not more than two (2) terms of five (5) consecutive years. M/s. J Sundharesan & Associates is eligible for appointment for a period of five years and on the basis of recommendations of the Audit Committee, the Board of Directors, at its meeting held on April 25, 2025, subject to approval of members, approved the appointment of M/s. J Sundharesan & Associates as secretarial auditors of the Company to hold office for a term of five consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

M/s. J Sundharesan & Associates has given their consent to act as secretarial auditors of the Company and confirmed that their aforesaid appointment, if approved by the members, would be in compliance with the applicable laws and guidelines issued by the Institute of Company Secretaries of India. M/s. J Sundharesan & Associates hold a valid peer review certificate as prescribed by the Institute of Company Secretaries of India.

The proposed remuneration to be paid to M/s. J Sundharesan & Associates for secretarial audit services for the financial year ending March 31, 2026, is ₹ 2.5 lakhs plus applicable taxes and out-of-pocket expenses. The Board of Directors is authorized to approve revisions to the remuneration payable to M/s. J Sundharesan & Associates for the remaining period of the Term. Further, the Board of Directors are also authorized to alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with M/s. J Sundharesan & Associates. Based on the recommendations of the Audit Committee, the Board of Directors has approved and recommended the aforesaid proposal for approval of members taking into account the eligibility of the firm's qualification, experience and expertise in providing secretarial audit related services, competency of the staff and Company's previous experience based on the evaluation of the quality of audit work done by them in the past. Besides the secretarial audit services, the Company may also obtain requisite certifications and other permissible non-secretarial audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors of the Company.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in passing the proposed Resolution.

Item No. 5

The Company's Non-Executive Directors are professionals with high level of expertise and have rich experience in functional areas such as business strategy, business development, legal, corporate governance, finance & taxation, security-IT domain expertise, risk management amongst others.

Non-executive Directors are actively involved in various decision-making process and are making valuable contributions towards business development, governance, long term strategy and compliances.

Regulatory requirements, corporate governance norms have been strengthened by the Companies Act, 2013 (Act) and Listing Regulations with key emphasis on effective governance, risk management, statutory compliances etc. and thereby placing increased accountability on the Board. The role and responsibilities of the Board particularly the Non-Executive Directors have increased more requiring greater time commitments and attention, which reflects in the financial performance.

The threshold limit prescribed for remuneration under Section 197 of the Act is 1% of the net profits of the Company if there is a Managing Director. However, sitting fees paid to the Non-Executive Directors are outside the purview of the above limits.

The Board has at its meeting held on April 25, 2025, on recommendation of Nomination and Remuneration Committee, subject to the approval of the shareholders, approved payment of remuneration not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 to the Non-Executive Directors of the Company for a period of 3 years effective FY 2026.

NOTICE (Contd.)

In the event there are no profits or profits are inadequate, the Company shall pay to the Non-Executive Directors of the Company, commission by way of remuneration as may be determined by the Boards of Directors (including its Committees thereof), not exceeding ₹ 1 crore in aggregate, excluding sitting fees.

Non-Executive Directors along with their relatives are deemed to be concerned or interested, financially or otherwise in the Resolution at Item No.5 of the Notice to the extent of the share of remuneration that may be received by them. Managing Director and other Key Managerial Personnel of the Company and their relatives are not interested in this resolution.

There are no inter-se relationships between the Directors. Except the Directors seeking re-appointment and their relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives is / are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions set out at Item Nos. 3, 4 and 5 except to the extent of their shareholding in the Company.

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 investor@sasken.com.

The Board of Directors recommends Item Nos. 3, 4 and 5 for the consideration and approval of the shareholders.

By order of the Board of Directors
of Sasken Technologies Limited

Bengaluru
April 25, 2025

Paawan Bhargava
Company Secretary
Membership No.: A26587