

Corporate Governance Report	
Sasken Technologies Limited	
General information about company	
Scrip code	532663
NSE Symbol	SASKEN
MSEI Symbol	NOTLISTED
ISIN	INE231F01020
Name of the entity	Sasken Technologies Limited
Date of start of financial year	01-04-23
Date of end of financial year	31-03-24
Reporting Quarter	Q2 FY24 Quarterly
Date of Report	30-09-23
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 1000 listed entities

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory: Notes*

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr No	Name of the Director	PAN	DIN	Category I of directors	Date of Birth	Whether the Director is disqualified?	Current Status	Special resolution passed under Reg. 17(1A)	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of Cessation	Tenure of director (in months)	No. of Directorship in listed entities including this listed entity	No. of Independent Directorship in listed entities including this listed entity	No. of Memberships in Audit/ Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
1	Rajiv C. Mody	***	00092037	Executive Director - Chairperson related to Promotor - MD	06-04-1958	No	Active	NA		29-09-1989	18-07-2019	-	-	2	1	1	-
2	Bharat V. Patel	***	00060998	Non-Executive Independent Director	25-09-1944	No	Active	Yes	18-07-2019	16-07-2009	18-07-2019	-	170.00	1	1	-	-
3	Madhu Khatri	***	00480442	Non-Executive Independent Director	13-07-1963	No	Active	NA		27-03-2020	28-07-2023	-	42.00	1	1	1	-
4	Pranabh D. Mody	***	00035505	Non-Executive Non-Independent Director	09-12-1963	No	Active	NA		29-07-1991	29-07-1991	-		1	-	1	-
5	Raja Ramana Macha	***	06904402	Non-Executive Independent Director	26-08-1966	No	Active	NA		24-01-2023	24-01-2023	-	9.00	1	1	-	-
6	Sanjay M. Shah	***	00375679	Non-Executive Independent Director	30-08-1963	No	Active	NA		10-06-2005	18-07-2019	26-07-2023	217.00	-	-	-	-
7	Som Mittal	***	00074842	Non-Executive Independent Director	07-02-1952	No	Active	Yes	20-07-2022	21-04-2022	21-04-2022	-	18.00	3	3	2	1
8	Sunil Sachan	***	09849981	Non-Executive Independent Director	27-05-1975	No	Active	NA		24-01-2023	24-01-2023	-	9.00	1	1	1	-
9	Sunirmal Talukdar	***	00920608	Non-Executive Independent Director	06-12-1951	No	Active	NA		16-02-2016	21-07-2021	-	91.00	5	5	5	3
10	G. Venkatesh	***	00092085	Non-Executive Non-Independent Director	04-06-1961	No	Active	NA		25-01-2005	20-07-2022	-		1	-	1	1

II. Composition of Committees							
Disclosure of notes on composition of committees explanatory							
Is there any change in information of committees compare to previous quarter							Yes
Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00920608	Sunirmal Talukdar	Non-Executive - Independent Director	Chairperson	22-04-2016		
2	00074842	Som Mittal	Non-Executive - Independent Director	Member	02-05-2023		
3	00035505	Pranabh D. Mody	Non-Executive - Non Independent Director	Member	27-10-2005		
4	09849981	Sunil Sachan	Non-Executive - Independent Director	Member	02-05-2023		
Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00060998	Bharat V. Patel	Non-Executive - Independent Director	Chairperson	30-03-2017		
2	00035505	Pranabh D. Mody	Non-Executive - Non Independent Director	Member	17-01-2009		
3	00074842	Som Mittal	Non-Executive - Independent Director	Member	02-05-2023		
4	06904402	Raja Ramana Macha	Non-Executive - Independent Director	Member	02-05-2023		
Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00092085	G. Venkatesh	Non-Executive Non-Independent Director	Chairperson	14-04-2005		
2	00092037	Rajiv C. Mody	Executive Director	Member	01-02-2001		
3	00480442	Madhu Khatri	Non-Executive - Independent Director	Member	02-05-2023		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							Yes

Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00035505	Pranabh D. Mody	Non-Executive - Non Independent Director	Chairperson	25-08-2021		
2	00480442	Madhu Khatri	Non-Executive - Independent Director	Member	25-08-2021		
3	00092085	G. Venkatesh	Non-Executive - Non - Independent Director	Member	25-08-2021		
4	00920608	Sunirmal Talukdar	Non-Executive - Independent Director	Member	02-05-2023		
Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson							Yes
Sr. No.	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00092037	Rajiv C. Mody	Executive Director	Chairperson	31-03-2015		
2	00035505	Pranabh D. Mody	Non-Executive - Non Independent Director	Member	01-06-2022		
3	00060998	Bharat V. Patel	Non-Executive - Independent Director	Member	02-05-2023		

Note: The following senior executives are members of Internal Risk Team and assisting the Risk Management Committee:

- 1.Mr. B Ramkumar - Chief Risk Officer
- 2.Mr. Sunil K. Dath - Head IT and FMS
- 3.Mr. Anees Ahmed Haidary - AVP and Head - Operational Excellence

Annexure 1

III. Meeting of Board of Directors

Sr No	FY and Quarter	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Total number of Directors as on date of meeting	Number of Directors present*(All Directors including Independent Directors)	No. of Independent Directors attending the meeting*
1	Q1 FY2024	01-05-2023		Yes	10	8	5
2	Q1 FY2024	02-05-2023	0	Yes	10	10	7
3	Q1 FY2024	30-06-2023	58	Yes	10	9	6
4	Q2 FY2024	26-07-2023	25	Yes	10	10	7
5	Q2 FY2024	18-09-2023	53	Yes	9	7	5

IV. Meeting of Committees

Sr No	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Total number of Directors as on date of meeting	Number of Directors (all Directors including Independent Directors)	Number of Independent Directors attended the meeting	No. of Independent attended the meeting (other than Board of Directors)
1	Audit Committee	02-05-2023		Yes	3	3	2	0
2	Audit Committee	25-07-2023	83	Yes	4	4	3	0
3	Nomination and Remuneration Committee	03-04-2023		Yes	3	3	2	0
4	Nomination and Remuneration Committee	02-06-2023	59	Yes	4	3	3	0
5	Stakeholders Relationship Committee	28-07-2023	62	Yes	3	3	1	0

6	Corporate Social Responsibility Committee	17-07-2023		Yes	3	3	1	0
7	Corporate Social Responsibility Committee	26-09-2023	70	Yes	3	3	1	0
8	Risk Management Committee	28-04-2023		Yes	3	3	1	0
9	Risk Management Committee	25-09-2023	149	Yes	4	3	2	0
*to be filled in only for the current quarter meetings								

V. Related Party Transactions

Sr No	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	NA	NA
2	Whether shareholder approval obtained for material RPT	NA	NA
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	NA
Disclosure of notes on related party transactions**		NA	NA
Disclosure of notes of material transaction with related party		NA	NA

**Notes: The details of the transactions with the wholly owned subsidiaries, if any will be placed at the subsequent meeting of the Committee.

Details of Cyber security incidence			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event		Brief details of the event	

Annexure 1**VI. Affirmations**

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	NA
Sr	Subject	Compliance status
1	Name of signatory	Paawan Bhargava
2	Designation	Company Secretary and Compliance Officer

Annexure III

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
7	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
	Any Information to be provided		NA	

Annexure III

1	Name of signatory	Paawan Bhargava
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable		
Reason for Non Applicability	This disclosure is not applicable, since the Company has not given any loans/guarantees/comfort letters etc.		
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them			
KMPs or any other entity controlled by them			
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.			
Name			
Designation			
Place			

Signatory Details

Name of signatory	Paawan Bhargava
Designation	Company Secretary and Compliance Officer
Place	Bengaluru
Date	13-10-2023