

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	Q4 FY24 Yearly
Date of Report	31-03-24
Risk management committee	v
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	DIN	Category 1 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	06-04-58	No	Active	NA		29-09-89	18-07-19	-			2	1	1	-
2	Bharat V. Patel	00060998	Non-Executive Independent Director	25-09-44	No	Active	Yes	18-07-19	16-07-09	18-07-19	-		176.00	1	1	-	-
3	Madhu Khatri	00480442	Non-Executive Independent Director	13-07-63	No	Active	NA		27-03-20	29-07-23	-		48.00	1	1	1	-
4	Pranabh D. Mody	00035505	Non-Executive Non-Independent Director	09-12-63	No	Active	NA		29-07-91	29-07-91	-			1	-	1	-
5	Raja Ramana Macha	06904402	Non-Executive Independent Director	26-08-66	No	Active	NA		24-01-23	24-01-23	-		15.00	1	1	-	-
6	Som Mittal	00074842	Non-Executive Independent Director	07-02-52	No	Active	Yes	20-07-22	21-04-22	21-04-22	-		24.00	3	3	2	1
7	Sunil Sachan	09849981	Non-Executive Independent Director	27-05-75	No	Active	NA		24-01-23	24-10-23	-		15.00	1	1	1	-
8	Sunirmal Talukdar	00920608	Non-Executive Independent Director	06-12-51	No	Active	NA		16-02-16	20-07-21	-		97.00	5	5	6	4
9	G. Venkatesh	00092085	Non-Executive Non-Independent Director	04-06-61	No	Active	NA		25-01-05	21-04-22	-			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		

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

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	Q3 FY2024	20-10-23		Yes	9	8	6
2	Q3 FY2024	17-11-23	27	Yes	9	6	4
3	Q4 FY2024	23-01-24	94	Yes	9	9	6

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 Directors attended the meeting (other than Board of Directors)
1	Audit Committee	19-10-2023		Yes	4	4	3	0
2	Audit Committee	17-11-2023	28	Yes	4	4	3	0
3	Audit Committee	22-01-2024	65	Yes	4	4	3	0
4	Audit Committee	19-02-2024	27	Yes	4	4	3	0
5	Audit Committee	29-02-2024	9	Yes	4	4	3	0
6	Corporate Social Responsibility Committee	28-02-2024	155	Yes	3	3	1	0
7	Risk Management Committee	05-03-2024	162	Yes	4	4	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	Yes	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: Approval of Audit Committee has been obtained for a related party transaction which is at arm's length basis and in ordinary course of business. The details of the transactions with the wholly owned subsidiaries, if any will be placed at the subsequent meeting of the Committee

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 II				
Annexure II to be submitted by the listed entity at the end of the financial year (for the whole of the financial year)				
Sr. No.	Item	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here	Web address
1	Details of business	Yes		https://www.sasken.com/
2	Terms and conditions of appointment of independent directors	Yes		https://www.sasken.com/investors/corporate-governance
3	Composition of various committees of board of directors	Yes		https://www.sasken.com/investors/management-team
4	Code of conduct of board of directors and senior management personnel	Yes		https://www.sasken.com/investors/corporate-governance
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://www.sasken.com/investors/corporate-governance
6	Criteria of making payments to non-executive directors	Yes		https://www.sasken.com/investors/corporate-governance
7	Policy on dealing with related party transactions	Yes		https://www.sasken.com/investors/corporate-governance
8	Policy for determining 'material' subsidiaries	Yes		https://www.sasken.com/investors/corporate-governance
9	Details of familiarization programmes imparted to independent directors	Yes		https://www.sasken.com/investors/corporate-governance
10	Email address for grievance redressal and other relevant details	Yes		https://www.sasken.com/investors
11	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		https://www.sasken.com/investors
12	Financial results	Yes		https://www.sasken.com/investors/quarterly-results
13	Shareholding pattern	Yes		https://www.sasken.com/investors/shareholding-pattern
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	Audio or video recordings and transcripts of post earnings/quarterly calls	NA		
17	New name and the old name of the listed entity	NA		
18	Advertisements as per regulation 47 (1)	Yes		https://www.sasken.com/investors/announcements
19	Credit rating or revision in credit rating obtained	Yes		https://www.sasken.com/investors/frequently-asked-questions
20	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://www.sasken.com/investors/financials-subsidiaries
21	Secretarial Compliance Report	Yes		https://www.sasken.com/investors/announcements
22	Materiality Policy as per Regulation 30 (4)	Yes		https://www.sasken.com/investors/corporate-governance
23	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes		https://www.sasken.com/investors
24	Disclosures under regulation 30(8)	Yes		https://www.sasken.com/investors/announcements
25	Statements of deviation(s) or variations(s) as specified in regulation 32	NA		
26	Dividend Distribution policy as per Regulation 43A(1)	Yes		https://www.sasken.com/investors/corporate-governance
27	Annual return as provided under section 92 of the Companies Act, 2013	Yes		https://www.sasken.com/investors/general-meeting
28	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes		https://www.sasken.com/disclosure-under-regulation-46-of-the-sebi-listing-regulations
29	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes		https://www.sasken.com/investors
30	Regulations explanatory (Text block)		Notes	-

Annexure I				
VI. Affirmations				
Sr. No.	Particulars	Regulation Number	Compliance Status (Yes/No/NA)	If status is "No" details of non-compliance may be given here
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the Audit Committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	Directors and Officers insurance	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	Yes	
	Any Information to be provided		NA	

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

Annexure II		
III. Affirmations		
Sr	Particulars	Complaine Status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any Information to be provided	NA

Annexure II		
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	20-04-24