



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

Notice is hereby given that the Thirty Fifth Annual General Meeting (AGM) of the Company will be held on Wednesday, July 26, 2023 at 10.00 am IST through Video Conferencing / Other Audio-Visual Means (VC), to transact the following business:

Ordinary Business

1. Adoption of Financial Statements

To receive, consider and adopt (a) the Audited Standalone Financial Statements of the Company for the year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2023, together with the Report of the Auditors thereon.

2. Confirmation and declaration of dividend

To (a) confirm interim dividend of ₹ 12 per equity share declared in October 2022; and (b) declare a final dividend of ₹ 13 per equity share for the financial year 2022-23.

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 himself for re-appointment.

To consider and if thought fit, to pass with or without modification(s) 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, the approval of shareholders 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.

By order of the Board

Bengaluru
May 2, 2023

Paawan Bhargava
Company Secretary

Notes

- Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of shareholders at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- Pursuant to the provisions of the Companies Act, 2013 (the Act), a shareholder 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 shareholder of the Company. Since this AGM is being held in accordance with the Circulars through VC, physical attendance of shareholders has been dispensed with. Accordingly, the facility for appointment of proxies by the shareholders will not be available.
- Participation of shareholders through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
- Shareholders of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC. Corporate shareholders 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.co.in. 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.
- 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 the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the shareholders 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., July 26, 2023. Shareholders seeking to inspect such documents can send an email to investor@sasken.com.

NOTICE (Contd.)

6. Shareholders whose shareholding is in electronic mode are requested to notify any change in address or bank account details to their respective Depository Participant (DP). Shareholders whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge shareholders to utilize the ECS for receiving dividends. Please refer to Note No. 20 for the process to be followed for updating bank account details.
7. Shareholders may note that the Board, at its meeting held on May 2, 2023, has recommended a final dividend of ₹ 13 per equity share. The book closure date for the purpose of final dividend for the financial year 2022-23 is Saturday, July 22, 2023. The final dividend, once approved by the shareholders in the ensuing AGM, will be paid on or before August 18, 2023, electronically through various online transfer modes to those shareholders who have updated their bank account details. For shareholders who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent to their registered address. To avoid delay in receiving dividend, shareholders are requested to update their KYC with their DPs (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the payout date.
8. Shareholders 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 shareholders. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of dividend. To enable us to determine the appropriate TDS rate as applicable, shareholders 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 the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under Section 206AB of the Finance Act, 2021.

* 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 he 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.

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 2023-24 does not exceed ₹ 5,000, and in cases where shareholders 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 shareholders 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 the shareholders, if they are more beneficial to them. For this purpose, i.e., to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to 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 2023-24 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 [Notification can be read under incometaxindia.gov.in]. Form 10F can be obtained electronically through the e-filing portal of the income tax website at www.incometax.gov.in/iec/foportal (deferred till September 30, 2023 and option of manual filing of Form 10F is available).
- 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).

NOTICE (Contd.)

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, whichever is more beneficial, subject to the submission of above documents, if applicable.

*** As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section. However, in case of a non-resident shareholder or a non-resident FPI / FII, the higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.*

The aforementioned documents to be sent to the Company at investor@sasken.com on or before July 22, 2023. No communication would be accepted from shareholders after July 22, 2023, 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 also 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.

9. Shareholders are requested to address all correspondence, including dividend-related matters, to RTA, KFin Technologies Limited, Unit: Sasken Technologies Limited, Selenium Tower B, Plot 31-32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500 032.
10. Shareholders are urged to claim dividends that remain unclaimed by writing to RTA as mentioned above, or to the Company Secretary, at the Company's registered office or at investor@sasken.com. Shareholders 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 a 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.
11. 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 the National Securities Depository Limited (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 (Scrutinizer) for conducting the e-voting process in a fair and transparent manner.
12. Shareholders holding shares either in physical or dematerialized form, as on cut-off date, i.e., Tuesday, July 18, 2023, may cast their votes electronically. The e-voting period commences on Thursday, July 20, 2023 (9.00 am IST) and ends on Tuesday, July 25, 2023 (5.00 pm IST). The e-voting module will be disabled by NSDL thereafter. Shareholders will not be allowed to vote again on any resolution on which vote has already been cast by them. The voting rights of shareholders shall be in 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.
13. The facility for voting during the AGM will also be made available. Shareholders present in the AGM through VC 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 system during the AGM.
14. Any person holding shares in physical form, and non-individual shareholders 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 obtain the login ID and password by sending a request to evoting@nsdl.co.in. 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 demat mode, 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'.
15. In compliance with the circulars, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those shareholders whose email addresses are registered with the Company / Depositories. Shareholders may note that the Notice and Annual Report 2022-23 will also be available on the Company's website www.sasken.com, websites of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.
16. 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, July 21, 2023 through email to investor@sasken.com. The same will be replied by the Company suitably.

NOTICE (Contd.)

17. The Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the business under Item No. 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) 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 Directors seeking re-appointment at this AGM are also forming part of said Statement.
18. The Register of Members and Share Transfer Books will remain closed on Saturday, July 22, 2023 for determining the list of shareholders eligible for final dividend on equity shares for the financial year 2022-23, if declared at the AGM.
19. Dividend as may be declared at the AGM will be disbursed on or before Friday, August 18, 2023.
20. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by October 1, 2023, and linking PAN with Aadhaar by June 30, 2023 vide its circular dated March 16, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com. The forms for updating the same are available at www.sasken.com/investors/frequently-asked-questions. Shareholders holding shares in electronic form are, therefore, requested to update their PAN, KYC details and nomination with their DP. In case a holder of physical securities fails to furnish PAN, KYC details and nomination before October 1, 2023 or link their PAN with Aadhaar before June 30, 2023, in accordance with the SEBI circular dated March 16, 2023, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the requisite documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
21. As per Regulation 40 of Listing Regulations, as amended, securities of the Company can be transferred only in dematerialized form with effect from April 1, 2019, 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 converting their holdings to dematerialized form. 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 in case the shares are held in physical form.
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 may please note that, dividends if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). If the dividends are not encashed for a consecutive period of 7 years, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Shareholders / Claimants are requested to claim their dividends as declared by the Company, within the stipulated timeline, if not encashed earlier. The shareholder, whose unclaimed dividend(s) / share(s) have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-form IEPF-5 available on www.iepf.gov.in. The Shareholders / Claimants can file only one consolidated claim in a financial year as per the IEPF Rules. For details, please refer to General Shareholder Information section which is forming part of Annual Report, IEPF website www.iepf.gov.in and Company's website www.sasken.com.

25. National Electronic Clearing Service (NECS) / Mandate / Bank Details

Reserve Bank of India has introduced National Automated Clearing House through which the Banks are able to make the dividend pay-out almost instantly into the bank accounts of shareholders. Shareholders are requested to update their banking account number with their DPs. Shareholders desirous of modifying these instructions may write to their respective DPs (for shares held in dematerialised form) or RTA (for shares held in physical form), so that the dividends when declared and paid by the Company will be directly credited to their account.

Instructions for participation through VC

Please follow the below steps for registration and participation:

26. Shareholders will be provided with a facility to attend the AGM through VC through the NSDL e-voting system. 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 system of NSDL.

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

NOTICE (Contd.)

27. 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.
28. 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.co.in or call at 022-4886 7000 or 022-2499 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 .
Individual shareholders holding securities in demat mode with Central Depository Services (India) Limited (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 22 55 33.

29. 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.
30. As the AGM is being conducted through VC, 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. on Tuesday, July 18, 2023 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 3, 2023 and 5.00 p.m. on Saturday, July 22, 2023.

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

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

The details of the process and manner for remote e-voting are explained herein below:

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.

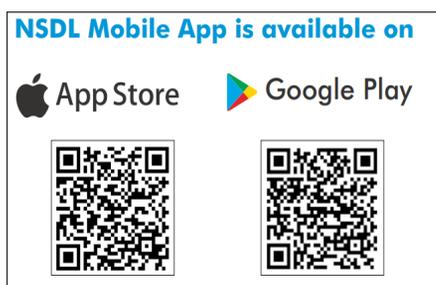
Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

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

1. Existing IDeAS user can visit the e-Services website of NSDL viz. eservices.nsdl.com.
2. 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.
4. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page.
5. 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 and voting during the meeting.
6. 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.
7. Visit the e-voting website of NSDL. Open web browser by typing the following URL: www.evoting.nsdl.com either on a 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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL 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.

NOTICE (Contd.)

8. Shareholders can also download NSDL Mobile App “NSDL Speede” by scanning the QR code mentioned below for seamless voting experience.



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

1. 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 Myeasi Username & Password.
2. 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 your 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.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com. Click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from a e-voting link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile No. and Email 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:

1. Shareholders can also login using the login credentials of their demat account through their DPs registered with NSDL / CDSL for e-voting facility.
2. 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.
3. 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 Forgot User ID and Forgot Password option available at respective websites.

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

Manner of holding shares	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 124185 then your User ID is 124185001***

- i. If you are already registered for e-voting, then you can use your existing password to login and cast your vote.

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- 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 mandate 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 'Used ID' and '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 or last 8 digits of client ID for CDSL account or folio number for shares held in physical form.
 - If your email ID is not registered, please follow steps mentioned in Note No.20 above.
- (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.co.in 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 AGM 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:
 - (a) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
 - (b) Only those Shareholders, who will be present in the AGM through VC facility 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.
 - (c) 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.
 - (d) For details of the person who may be contacted for any assistance connected with the facility for e-voting on the day of the AGM, please refer Note No.28 above.

General Information

32. 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.
33. Process for those shareholders whose Email IDs are not registered with the depositories, for procuring User ID and Password and registration of E-mail 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 cosec@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 by email 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.co.in 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 to be 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 said 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 No. 3 of the accompanying Notice and should be read as forming part of the Notice.

Item No. 3

Dr. G Venkatesh (DIN: 00092085), born on June 4, 1961 was originally appointed on January 25, 2005 and was re-categorized as a Non-Executive Director of the Company by the shareholders at the 34th AGM of the Company held 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 Technomenter 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 a Member of Stakeholders Relationship Committee and Risk Management Committee of the Company.

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

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. 1, 2 and 3 for the consideration and approval of the shareholders.

There are no inter-se relationships between the Directors. None of the other Directors, Key Managerial Personnel of your Company and their relatives is in any way concerned or interested, financially or otherwise in the aforesaid items.

By order of the Board

Bengaluru
May 2, 2023

Paawan Bhargava
Company Secretary