



Sasken Communication Technologies Limited

Regd. & Corp. Off: 139/25, Ring Road, Domlur, Bangalore - 560 071. Tel :+91-80-3989 1122 • Fax:+91-80-2535 1309 • Website: www.sasken.com • Email:investor@sasken.com

Contact Person: Mr. R Vittal, Company Secretary & Compliance Officer

PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE SHAREHOLDERS/BENEFICIAL OWNERS OF THE EQUITY SHARES OF THE COMPANY

This Public Announcement (**“Announcement”**) is made pursuant to Regulation 8(1) read with Regulation 15(c) of the extant Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, (**“Buy-back Regulations”**) and contains the disclosures as specified in Schedule II to the Buy-back Regulations.

OFFER FOR BUY-BACK OF EQUITY SHARES FROM OPEN MARKET THROUGH STOCK EXCHANGES

1. THE BUY-BACK OFFER AND PRICE

- 1.1. Sasken Communication Technologies Limited (the **“Company”**) hereby announces the buy-back (**“Buy-back”**) of its fully paid-up equity shares of the face value Rs. 10/- each (**“Equity Shares”**) from the existing registered shareholders / beneficial owners of the Equity Shares of the Company, other than the promoters/promoter group/persons acting in concert as defined in the extant Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, from the open market using the nationwide electronic trading facilities of the Bombay Stock Exchange Limited (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**) (collectively referred to as the **“Stock Exchanges”**), in accordance with the provisions of Sections 77A, 77AA and 77B and other applicable provisions of the Companies Act, 1956 (the **“Act”**), the Buy-Back Regulations and pursuant to Article 172 of the Company's Articles of Association and such other approvals, as may be necessary, from the statutory authorities including but not limited to Securities & Exchange Board of India (**“SEBI”**), the Stock Exchanges and the Reserve Bank of India (**“RBI”**), at a maximum price not exceeding Rs.260/- per Equity Share (**“Maximum Offer Price”**) payable in cash, for an aggregate amount not exceeding Rs.3,454 lakhs (**“Maximum Offer Size”**). The Maximum Offer Size represents 9.99% of the Company's aggregate paid-up equity capital and free reserves which as at March 31, 2010 (date of the standalone audited accounts as at the last financial year end), stood at Rs.34,540.98 lakhs, as approved and in accordance with the resolution passed by the Board of Directors of the Company on October 21, 2010.
- 1.2. The Board has fixed a maximum limit of 27,55,000 Equity Shares that can be bought back (**“Maximum Offer Shares”**) being 10.16% of 2,71,11,051 Equity Shares as at March 31, 2010. However, at the Maximum Offer Price and entire deployment of the Maximum Offer Size, the number of Equity Shares that can be bought back would be 13,28,461 only, which represents [approximately] 4.90% of the total paid-up equity share capital of the Company as at March 31, 2010. The Company proposes to Buy-back a minimum of 2,00,000 Equity Shares (**“Minimum Offer Shares”**).
- 1.3. The number of Equity Shares bought back would depend upon the average price paid for such Equity Shares and the aggregate consideration paid for such Equity Shares, should the average purchase price be lower than the Maximum Offer Price, the number of Equity Shares bought back would be more than 13,28,461 Equity Shares, assuming entire deployment of the Maximum Offer Size. In terms of Section 77A of the Companies Act, 1956, the number of Equity Shares that can be bought back in any financial year cannot exceed 25% of the total paid-up equity capital of the Company, accordingly, the maximum number of Equity Shares that can be bought back will not be more than 67,77,762 Equity Shares being 25% of paid-up equity share capital of 2,71,11,051 Equity Shares (as at March 31, 2010), and the Company remaining compliant with the conditions for continuous listing prescribed in Clause 40A of the Listing Agreement i.e. maintaining public shareholding of at least 25% of the total number of issued Equity Shares.
- 1.4. The Maximum Offer Price has been arrived at after considering certain parameters such as book value on consolidated and standalone basis, earnings trend in the recent past on consolidated and standalone basis, the future outlook for the industry / Company and other relevant factors. The Maximum Offer Price is at a premium of approximately 13.61% and 13.44% to the closing price on BSE i.e. Rs.228.85 and NSE i.e. Rs.229.20, respectively, on the date of the Board Meeting i.e. October 21, 2010.

2. PROPOSED TIME TABLE

Board Meeting approving Buy-back	October 21, 2010
Date of commencement of Buy-back	December 1, 2010
Acceptance of Shares	Within 15 days of the relevant payout dates of the Stock Exchanges.
Extinguishment of Shares	Within 15 days of acceptance of Equity Shares as mentioned above provided that the Company shall ensure that all the Equity Shares bought back are extinguished within 7 days from the Last Date of completion of the Buy-back.
Last Date for the Buy-back	October 20, 2011 (i.e. 12 months from the date of the resolution passed by the Board of Directors of the Company at its meeting held on October 21, 2010) or in case the Maximum Offer Shares have been bought back or the Maximum Offer Size has been exhausted, whichever is earlier. However, the Board of Directors reserve the right to close the Buy-back at an earlier date in the event the Company has bought back the Minimum Offer Shares, even if the Maximum Offer Size has not been exhausted or the Maximum Offer Shares have not been bought back by giving an appropriate notice for such earlier date and completing all formalities in this regard as per the relevant laws and regulations. All payment obligations in respect of the Buy-back shall be completed prior to the Last Date of the Buy-back.

3. **THE SPECIFIED DATE** - Not applicable as the Buy-Back is proposed to be implemented through Stock Exchanges using the electronic trading facilities.
4. **AUTHORITY FOR THE OFFER OF BUY-BACK** - Pursuant to Sections 77A, 77AA and 77B and other applicable provisions of the Act, the Buy-Back Regulations and Article 172 of the Articles of Association, the present offer of Buy-back of Equity Shares of the Company from the open market through the Stock Exchanges has been duly authorised by a resolution passed by the Board of Directors of the Company (the **“Board”**) at its meeting held on October 21, 2010.

5. **MATERIAL FACTS RELATING TO THE BUY-BACK OFFER** - All material facts contained in the Public Notice published on October 23, 2010 have been disclosed in this Announcement under the respective headings and the extract of Board Resolution is set out below:

EXTRACT OF THE BOARD RESOLUTION PASSED AT THE MEETING OF BOARD OF DIRECTORS HELD ON OCTOBER 21, 2010

“RESOLVED THAT in accordance with the provisions contained in Article 172 of the Articles of Association of the Company, Section 77A, 77AA, 77B and other applicable provisions, if any, of the Companies Act, 1956 (the Act) and the provisions contained in the Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 (Buy-back Regulations) (including any statutory modification(s) or re-enactment, for the time being in force) and subject to such other approvals, permissions and sanctions as may be prescribed and / or any conditions imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (herein referred to as the Board which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Board of Directors of the Company be and is hereby accorded to purchase the Company's fully paid Equity Shares of Rs.10/- each for an amount not exceeding Rs.3,454 lakhs (Maximum Offer Size), being just below 10% of paid up share capital and free reserves as on 31st March, 2010 for a price not exceeding Rs.260/- per equity share (hereinafter referred to as “Buy-back”)

RESOLVED FURTHER THAT the number of shares to be bought back shall be subject to a minimum of 2,00,000 Equity Shares (“Minimum Offer Shares”) and a maximum of 27,55,000 Equity Shares (“Maximum Offer Shares”)

RESOLVED FURTHER THAT the Company implements the Buy-back from current surplus and / or cash balances and / or internal accruals and that the Buy-back shall be from the open market through Stock Exchange methodology in such manner as may be prescribed under the Act and the Buy-back Regulations.

RESOLVED FURTHER THAT the Board in its absolute discretion may decide to close the Buy-back of shares at any time before expiry of one year from date of this resolution provided the Minimum Offer Shares have been purchased under the Buy-back even if the Maximum Offer Size has not been exhausted or the Maximum Offer Shares have not been bought back, by giving appropriate notice of such earlier date and completing all formalities in this regard as per relevant laws and regulations.

RESOLVED FURTHER THAT the Buy-back period shall in any case close on or before 20th October, 2011.

RESOLVED FURTHER THAT Mr. R Vittal, Company Secretary, be and is hereby appointed as the Compliance Officer for the Buy-back.

RESOLVED FURTHER THAT M/s. Karvy Investor Services Ltd. be and are hereby appointed as Managers to the proposed Buy-back Offer.

RESOLVED FURTHER THAT as required under the provisions of Section 77A(6) of the Act and Regulation 8(7) of the Buy-back Regulations read with Schedule I annexed thereto, the Declaration of Solvency along with Annexures thereof be and is hereby approved and that any two Directors out of Mr. Rajiv C Mody, Chairman & Managing Director, Dr. G Venkatesh, Whole-time Director, Ms. Neeta S Revankar, Whole-time Director & CFO be and are hereby authorised to sign the same on behalf of the Board.

RESOLVED FURTHER THAT any two Directors out of Mr. Rajiv C Mody, Chairman & Managing Director, Dr. G Venkatesh, Whole-time Director, Ms. Neeta S Revankar, Whole-time Director & CFO and Mr. R Vittal, Company Secretary be and are hereby jointly and / or severally authorised to sign the Public Notice under Regulation 5A(1)(a) and Public Announcement under Regulation 8(1) of the Buy-back Regulations.

RESOLVED FURTHER THAT nothing contained herein above shall confer any right on the part of any shareholder to offer, or any obligation on the part of the Company or the Board to Buy-back any shares, and / or impair any power of the Company or the Board to terminate any process in relation to such Buy-back as permissible by law.

RESOLVED FURTHER THAT the Buy-Back of shares from Non-Resident Shareholders, Overseas Corporate Bodies, Shareholders of foreign nationality etc. shall be subject to such approval of the Reserve Bank of India, if any, as may be required under the Foreign Exchange Management Act, 1999

RESOLVED FURTHER THAT a committee consisting of Mr. Rajiv C. Mody, Chairman & Managing Director, Prof. J Ramachandran, Independent Director, Dr. G. Venkatesh, Whole-time Director and Ms. Neeta S Revankar, Whole-time Director & CFO be and is hereby constituted to do all such acts, deeds, matters and things as the Committee may in its absolute discretion deem necessary, expedient or proper with regard to the implementation of the Buy-back, including:

- The appointment of Brokers, Solicitors, Registrars, Advertising Agents and other Advisors, Consultants or Representatives.
 - The initiating necessary actions for preparation and issue of Public Notice and Public Announcement.
 - The filing of Public Notice, Public Announcement and also the certificates for Declaration of Solvency with respective regulatory / governmental departments.
 - The making of all applications to the appropriate authorities for their requisite approvals.
 - To initiate all necessary actions for publication of Public Notice, Public Announcement and filing of Declaration of Solvency and filing of certificate of extinguishment and physical destruction of certificates and all other documents required to be filed with the respective authorities.
 - To settle all such questions, difficulties or doubts as may arise in relation to the implementation of the Buy-back.
 - To do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary, expedient, usual or proper.
 - To delegate all or any of the authorities conferred as above to any Officer(s) / Authorized Representative(s) of the Company to give effect to the aforesaid resolution or to accept any change(s) or modification(s) as may be suggested by the appropriate authorities or Advisors.
- RESOLVED FURTHER THAT at any meeting of the Committee presence of any three members of the Committee shall constitute the quorum and that resolutions by circulation shall require approval by majority of the members of the Committee.
- RESOLVED FURTHER THAT the Committee do report from time to time to the Board of Directors at the meeting of the Board, status / progress of actions taken by the Committee concerning Buy-back.

RESOLVED FURTHER THAT the Board of Directors confirm:

- that they have made necessary and full enquiry into the affairs and prospects of the Company and have formed the opinion:
 - that immediately following the date of the Board Meeting, there will be no grounds on which the Company could be found unable to pay its debts; and
 - as regards its prospects for the year immediately following the date of the Board Meeting, that having regard to its intentions with respect to the management of the Company's business during that year and to the amount and character of the financial resources which will, in the view of the Board, be available to the Company during that year, the Company will be able to meet its liabilities as and when they fall due and will not be rendered insolvent within this period; and
 - that in forming its opinion for the above purposes, the Board has taken into account the liabilities as if the Company was being wound up under the provisions of the Companies Act, 1956 (including prospective and contingent liabilities).
- RESOLVED FURTHER THAT the Board of Directors confirm with reference to the Buy-back process:
- That the Company shall not purchase shares under the Buy-back from the Promoters, promoter group, persons acting in control and persons acting in concert.
 - That the Company shall not issue or allot any Equity Shares including by way of bonus or convert any outstanding ESOPs / Warrants into Equity Shares, from the date of the Announcement till the date of closure of this Buy-back.
 - That the Company shall not acquire Equity Shares in the Buy-back such that the aggregate shareholding of the promoters, persons in control, promoter group and persons acting in concert, pursuant to the Buy-back increases by equal to or more than 5% of the voting rights of the Company at any point during the Buy-back.
 - That the Company as per provisions of Section 77A(8) of the Act, not issue fresh Equity Shares within a period of 6 months after the completion of the Buy-back except by way of bonus shares or Equity Shares issued to discharge of subsisting obligations such as conversion of any outstanding ESOPs / Warrants.
 - That the Company shall not Buy-back its shares from any person through negotiated deal whether on or off the Stock Exchanges or through spot transactions or through any private arrangement in the implementation of the Buy-back.
 - that there are no defaults subsisting in the repayment of Deposits, redemption of debentures or preference shares or repayment of term loans to any financial institutions or banks.
 - that the debt equity ratio of the Company after the Buy-back will be well within the limit of 2:1 as prescribed under the Companies Act, 1956.

- (viii) The Buy-back is proposed to be completed within a period of twelve months from the date of passing of this resolution under proviso to Section 77A (2)(b) of the Companies Act, 1956.
- Adoption of Statement of Assets and Liabilities:**
- RESOLVED THAT in terms of Section 77A(6) of the Companies Act, 1956 read with Regulation 8(7) of the Regulations, the Board do adopt the Statement of Assets and Liabilities in the prescribed Form 4A as at March 31, 2010 as per draft placed before the Board and initiated by the Chairman for the purpose of identification and that the same be signed by Mr. Rajiv C Mody, Chairman & Managing Director together with anyone of the following Directors viz. Dr. G. Venkatesh and Ms. Neeta S. Revankar.
- RESOLVED FURTHER THAT the said Statement of Assets and Liabilities be appended to the Declaration of Solvency to be filed with the Registrar of Companies, Karnataka and the Securities and Exchange Board of India.”
6. **NECESSITY FOR BUY-BACK** - The Buy-back proposal is being implemented in keeping with the Company's desire to enhance overall shareholders' value. The Buy-back would lead to (a) reduction in outstanding number of Equity Shares and consequent increase in earnings per Equity Share over a period of time (b) improvement in return on net worth and other financial ratios and (c) contributing to maximization of overall shareholders' value.

7. PROCESS AND METHODOLOGY FOR BUY-BACK PROGRAMME

- 7.1. The Buy-back is open to all shareholders / beneficial owners of fully paid up Equity Shares, both registered and unregistered, holding shares either in physical or electronic form. However, the Company shall not Buy-back the shares held by promoters, promoter group, persons in control and persons acting in concert of the Company as indicated in this Announcement.
- 7.2. The Company proposes to implement the Buy-back from the open market purchases through the BSE and NSE using their nationwide electronic terminals.
- 7.3. For the aforesaid Buy-back, the Company has appointed Karvy Stock Broking Limited as the broker (the **“Broker”**) through whom the purchases and settlement on account of the Buy-back would be made.
- 7.4. The Buy-back of Shares will be made only through the order matching mechanism except “all or none” order matching system.
- 7.5. The Company with effect from December 1, 2010, shall place “buy” orders on the BSE and / or NSE atleast once every week, to buy Equity Shares through the Broker, in such quantity and at such prices, not exceeding the Maximum Offer Price, as it may deem fit, depending upon the prevailing quotations of the Equity Shares on the Stock Exchanges. When the Company has placed an order for Buy-back of Equity Shares, the identity of the Company as purchaser would be displayed on the screen of the Broker / market participants of the Stock Exchanges.
- 7.6. Shareholders / beneficial owners who desire to sell their Equity Shares under the Buy-back would have to do so through a stockbroker, who is a member of either BSE or NSE, by indicating to the stockbroker the details of Equity Shares they intend to sell. The trade would be executed at the price at which the order matches and that price would be the price for that seller. The execution of the order, issuance of contract note, delivery of stock to the member and receipt of payment from the member would be carried out in accordance with the Stock Exchanges and SEBI requirements.
- 7.7. The Equity Shares bought back by the Company may not be at a uniform price. Orders for Buy-back will be placed by the Company in such quantity and at such prices, as it may deem fit, depending upon the prevailing quotations of Equity Shares on the Stock Exchanges so long as the market price is lower than the Maximum Offer Price. Such Buy-back orders shall be placed both in normal and physical segments. The Company shall intimate the Stock Exchanges as well as the public through its notice in the newspapers regarding quantity of Equity Shares purchased and amount utilized for the Buy-back as prescribed by the Buy-back Regulations.
- 7.8. The Equity Shares of the Company are traded in the compulsory demat mode (Trading Code: BSE: 532663; NSE: SASKEN) (ISIN: INE231F01020). Shareholders holding Equity Shares in physical form can sell their Equity Shares in the odd lot trading segment on the Stock Exchanges.
- 7.9. Subject to the Company purchasing the Minimum Offer Shares, nothing contained herein shall create any obligation on the part of the Company or the Board to Buy-back any Equity Shares or confer any right on the part of shareholders / beneficial owners to offer any Equity Shares for Buy-back, even if the Maximum Offer Size has not been exhausted and / or impair any power of the Company or the Board to terminate any process in relation to the Buy-back, if so permissible by law.

METHOD OF SETTLEMENT

- 7.10. The Company will pay the consideration to the Broker on every settlement date, as applicable to the respective Stock Exchanges in respect of the Equity Shares bought back.
- 7.11. Shareholders / beneficial owners holding Equity Shares in the demat form would be required to transfer the number of Equity Shares sold by tendering the delivery instructions to their respective Depository Participant (“DP”) for debiting their beneficiary account maintained with the DP and crediting the same to the pool account of the Broker through whom the trade was executed. The shareholders holding Equity Shares in physical form should present the Share Certificates along with valid transfer deeds to their respective brokers through whom the trade was executed.
- 7.12. The Company has opened a Depository account styled **“SASKEN COMMUNICATION TECHNOLOGIES LIMITED”** with Karvy Stock Broking Limited. The Equity Shares bought back in the demat form would be transferred into the aforesaid account by the Brokers on receipt of the Equity Shares from the clearing and settlement mechanism of BSE and NSE. These Equity Shares shall be extinguished and destroyed in the manner specified in Securities and Exchange Board of India (Depository and Participants) Regulations, 1996 and the bye-laws framed thereunder and in the manner specified in the Buy-back Regulations.
- 7.13. In respect of Equity Shares bought back in the physical form, the Company shall extinguish and physically destroy the certificates within 15 days of the acceptance of such Equity Shares as bought back and such shares shall not be held for re-issuance.
- 7.14. The Company shall extinguish all Equity Shares bought back within 15 days of acceptance of such shares, provided that the Company shall ensure that all Equity Shares bought back are extinguished within 7 days from the Last Date of the completion of the Buy-back.
8. **MAXIMUM AMOUNT TO BE INVESTED UNDER THE BUY-BACK** – The maximum amount which the Company would deploy for the Buy-Back will be not exceeding the Maximum Offer Size of Rs.3,454 lakhs (Rupees Three Thousand Four Hundred and Fifty Four Lakhs only)
9. **THE MINIMUM AND MAXIMUM NUMBER OF EQUITY SHARES PROPOSED TO BE BOUGHT BACK, SOURCES OF FUNDS AND COST OF FINANCING**

9.1

Sl. No.	Description	No. of Equity Shares	Percentage to the Total No. of Equity Shares as at Mar 31, 2010
1.	Total no. of outstanding Equity Shares as at March 31, 2010 (*)	2,71,11,051	100.00%
2.	Minimum offer shares fixed by Board of Directors	2,00,000	0.74%
3.	Stipulated number of shares that can be bought back as per Companies Act, 1956	67,77,762	25.00%
4.	Maximum offer shares fixed by Board of Directors	27,55,000	10.16%
5.	Number of Equity Shares that can be bought back at Rs.260/- per Equity Share	13,28,461	4.90%

Note (*): The equity share capital of the company stands at 2,76,18,426 as at October 14, 2010, pursuant to exercise of options by the employees / directors under Employee Stock Option Scheme (“ESOP”).

- 9.2 The funds for the Buy-back will be available from the free reserves and / or surplus generated out of internal accruals of the Company and available cash and bank balances. These include value of investments made by the Company in marketable securities which stood at Rs.16,563.71 lakhs as at September 30, 2010. Though the Company does not propose to raise debt for effecting the Buy-back, it may borrow funds in the ordinary course of its business, if necessary in future. Further, as on the date of this public announcement, there is no debt in the Company.
10. **BRIEF INFORMATION ABOUT THE COMPANY** - Sasken is an embedded communications solutions company that helps businesses across the communication value chain accelerate the product development life cycles. Established in 1989, Sasken employs 3,300+ people; operating from state-of-the-art research and development centers / sales offices in Bangalore, Chennai, Hyderabad, Noida & Pune (India), Kanagawa (Japan), Helsinki, Kaustinen, Tampere & Oulu (Finland), Monterrey (Mexico), Seoul (Korea), Dallas, Santa Clara and Rolling Meadows (USA).
- Sasken has eight wholly owned subsidiaries, (i) Sasken Network Engineering Limited (ii) Sasken Network Solutions Inc., USA, (iii) Sasken Communication Technologies Mexico S.A. de C.V., (iv) Sasken Communication Technologies (Shanghai) Co. Ltd., (v) Sasken Japan KK, (vi) Sasken Communication Technologies Oy, Finland (vii) Sasken Finland Oy and (viii) Sasken Inc., USA. These subsidiaries have been set-up primarily to cater to key customers worldwide, in areas such as hardware and software design; development and testing of wireless devices; product and solution design, etc.
- Sasken is SEI CMM Level 5 certified and its' solutions are backed by ISO 9001:2000, ISO 27001 and TL 9000 certifications. Sasken's proprietary quality management systems strengthen its business offerings and ensure client satisfaction. Sasken's commitment to environment is highlighted by its ISO 14001 certification.

11. AUDITED FINANCIAL INFORMATION FOR THE PAST THREE YEARS AND SIX MONTHS ENDED ON SEPTEMBER 30, 2010

(Rs. in lakhs; except Key Ratios)

Particulars	March 31, 2008	March 31, 2009	March 31, 2010	Sept 30, 2010 (Six Months)
Revenue	38,925.12	47,974.68	40,150.89	20,167.72
Other Income (Net of exchange gain/(loss))	2,116.73	(3,556.95)	2,384.14	1,200.99
Total Income	41,041.85	44,417.73	42,535.03	21,368.71
Profit before interest, tax, depreciation and amortisation*	5,189.73	13,201.95	8,747.55	4,741.17
Interest Expense	—	—	—	—
Reported Profit after tax	2,493.53	2,574.54	7,602.57	4,608.91
Equity Dividend (%)	40%	40%	60%	25%*
Equity dividend (excluding dividend tax)	1,142.43	1,084.44	1,626.66	700.16
Equity share capital	2,856.08	2,711.11	2,711.11	2,754.16
Reserves & surplus	39,431.36	39,333.76	45,033.22	36,075.92
Net worth	42,812.30	42,318.51	48,269.95	39,477.00
Total debt	—	—	—	—
Key Ratios				
Basic Earnings per share (Rs.)	8.74	9.23	28.04	16.82
Diluted earning per share (Rs.)	8.73	9.23	26.80	16.15
Book Value per Share (Rs.)	148.06	155.08	176.11	140.99
Return on net worth (%)	5.82%	6.08%	15.75%	11.67%
Debt to equity ratio	—	—	—	—

* PBTTDA does not include other income

Interim dividend for 2010-11

The Key Ratios are computed as below:

	Basic earning per share	Net profit attributable to equity shareholders
1		Weighted average no. of equity shares outstanding during the year / period
2	Diluted earning per share	Net profit attributable to equity shareholders
		Weighted average no. of equity shares outstanding during the year are adjusted for the effects of all dilutive potential Equity Shares
3	Book value per equity share	Paid-up equity share capital + Reserves & Surplus
		Total no. of equity shares outstanding during the year / period
4	Return on net worth	Net profit after tax
		Net Worth
5	Debt to equity ratio	Total Debt
		Net worth

12. DETAILS OF ESCROW ACCOUNT – Not applicable.

13. LISTING DETAILS AND STOCK MARKET DATA

- 13.1. The Equity Shares of the Company are listed and traded on BSE and NSE.
- 13.2. The Company made an Initial Public Offering in August 2005 and its Equity Shares were listed on BSE and NSE on September 9, 2005. There has been no change in the equity share capital of the Company including by way of bonus issue, rights issue, split or consolidation of Equity Shares other than (a) conversion of the ESOPs into Equity Shares, for the period disclosed under 13.3 and (b) Buy-back of Equity Shares in 2008.
- 13.3. The following table gives the information on the market data of our Equity Shares:
- Yearly high, low, average market prices in the past three years and the corresponding number of shares traded;
 - Monthly high, low, average market prices in the six months preceding the date of this Announcement and the corresponding number of shares traded.

BSE (Scrip Code 532663):

Period	High (Rs.)	Date of High	No. of Equity Shares Traded	Low (Rs.)	Date of Low	No. of Equity Shares Traded	Average Price (Rs.) #	Total Volume Traded
Yearly data for preceding three years								
13/11/2007 to 12/11/2008	370.00	4-Jan-08	1,77,458	68.80	27-Oct-08	48,770	219.40	9,42,44,024
13/11/2008 to 12/11/2009	184.90	19-Aug-09	51,53,272	41.00	16-Jan-09	3,01,160	112.95	6,02,22,647
13/11/2009 to 12/11/2010	237.00	20-Oct-10	5,49,107	135.50	27-Nov-09	61,032	186.25	3,83,32,980
Monthly data for preceding six months								
13/05/2010 to 12/06/2010	217.30	14-May-10	1,80,483	180.00	25-May-10	57,434	198.65	15,47,261
13/06/2010 to 12/07/2010	208.85	12-Jul-10	1,08,130	180.00	15-Jun-10	79,851	194.43	26,41,317
13/07/2010 to 12/08/2010	216.00	6-Aug-10	2,44,865	196.00	29-Jul-10	36,258	206.00	16,64,372
13/08/2010 to 12/09/2010	214.15	17-Aug-10	2,98,777	180.40	31-Aug-10	57,506	197.28	10,59,367
13/09/2010 to 12/10/2010	208.00	7-Oct-10	1,84,650	165.50	30-Sep-10	27,106	196.75	9,99,953
13/10/2010 to 12/11/2010	237.00	20-Oct-10	5,49,107	181.20	12-Nov-10	41,623	209.10	41,44,916

(Source: Official website of BSE)

Arithmetic average of high and low prices during respective periods.

NSE (Scrip Code SASKEN):

Period	High (Rs.)	Date of High	No. of Equity Shares Traded	Low (Rs.)	Date of Low	No. of Equity Shares Traded	Average Price (Rs.) #	Total Volume Traded
Yearly data for preceding three years								
13/11/2007 to 12/11/2008	392.30	4-Jan-08	5,22,155	68.55	27-Oct-08	90,461	230.43	18,34,29,044
13/11/2008 to 12/11/2009	184.80	19-Aug-09	93,86,319	35.30	16-Jan-09	6,51,672	110.05	11,43,96,543
13/11/2009 to 12/11/2010	237.50	20-Oct-10	11,87,517	135.30	27-Nov-09	1,06,340	186.40	8,17,75,116
Monthly data for preceding six months								
13/05/2010 to 12/06/2010	216.80	14-May-10	3,34,708	180.00	25-May-10	1,17,971	198.40	33,43,782
13/06/2010 to 12/07/2010	209.90	6-Jul-10	2,88,399	181.20	17-Jun-10	1,20,333	195.55	95,95,293
13/07/2010 to 12/08/2010	215.60	22-Jul-10	2,91,075	197.05	30-Jul-10	61,371	206.33	33,33,039
13/08/2010 to 12/09/2010	213.80	17-Aug-10	5,24,900	180.15	31-Aug-10	1,11,284	196.98	21,58,740
13/09/2010 to 12/10/2010	208.00	7-Oct-10	4,76,188	186.15	30-Sep-10	35,429	197.05	22,16,148
13/10/2010 to 12/11/2010	237.50	20-Oct-10	11,87,517	180.70	12-Nov-10	1,08,917	209.10	1,02,20,027

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14. EQUITY CAPITAL STRUCTURE AND CURRENT SHAREHOLDING PATTERN

14.1. The Equity Share Capital of the Company as at March 31, 2010 and November 12, 2010 is as follows:

	March 31, 2010		November 12, 2010	
	No. of Equity Shares	Nominal Value (Rs. in Lakhs)	No. of Equity Shares	Nominal Value (Rs. in Lakhs)
Authorised				
Equity Shares of Rs. 10/- each	5,00,00,000	5,000.00	5,00,00,000	5,000.00
Issued, Subscribed and Paid-up				
Equity Shares of Rs.10/- each fully paid up	2,71,11,051	2,711.11	2,76,18,426	2,761.84

Notes:

- a) There are no partly paid-up Equity Shares of the Company.
b) There are no outstanding instruments convertible into Equity Shares except the following, as on the date of this Announcement:

Particulars	No. of Outstanding Instruments	Resultant Equity Shares on Conversion on or before Oct 20, 2011
Outstanding warrants held by Mr. Rajiv C Mody, Chairman & Managing Director	3,00,000	3,00,000
Outstanding options under ESOP Schemes	21,63,469	15,68,669
Total	24,63,469	18,68,669

- c) Pursuant to the resolution passed in the meeting of the Board of Directors of the Company held on October 21, 2010, the Company shall not issue and allot any Equity Shares including by way of bonus or convert any outstanding ESOPs / warrants into Equity Shares, from the date of the Announcement till the date of closure of this Buy-back.
d) Company will not issue fresh Equity Shares, except by way of bonus issue or in the discharge of subsisting obligations of conversions of warrants and / or stock options from the date of closure upto six months.

14.2. The shareholding pattern of the Company as at November 12, 2010 is as follows:

Category of Shareholder	No. of Equity Shares Held	% of Existing Equity Share Capital	No. of Equity Shares post-Buy-back*	% Holding post-Buy-back
Promoters**	8,17,960	2.96	8,17,960	3.11
Promoter Group**	67,76,989	24.54	67,76,989	25.78
Persons Acting in Concert***	2,23,604	0.81	2,23,604	0.85
Total of Promoters, Promoter Group and Persons Acting in Concert (A)	78,18,553	28.31	78,18,553	29.74
Foreign Investors (including, Non Resident Indians, FIs and Foreign Mutual Funds)	39,72,509	14.38	1,84,71,412	70.26
Financial Institutions / Banks & Mutual Funds	26,69,996	9.67		
Others (Public, Bodies Corporate, etc.)	13,157,368	47.64		
Public (B)	19,799,873	71.69	1,84,71,412	70.26
Total	27,618,426	100.00	2,62,89,965	100.00

Notes:

- * Assumed that as a part of the Buy-back, 13,28,461 Equity Shares are bought back at the Maximum Offer Price of Rs. 260/- for an aggregate amount deployed of Rs.3,454 lakhs. The shareholding, post Buy-back, may differ depending upon the actual number of Equity Shares bought back under the Buy-back.
** Includes shareholding of persons in control.
*** Includes the shareholding of Whole-time Directors of the Company and their relatives who are not promoters.

15. The Company is not promoted by any corporate entity or a company. All the promoters of the company are individuals.

16. EQUITY SHARES PURCHASED OR SOLD BY THE PROMOTERS, PROMOTER GROUP, PERSONS IN CONTROL, PERSONS ACTING IN CONCERT AND THE DIRECTORS OF THE COMPANY IN THE PAST TWELVE MONTHS

There has been no purchases or sale of Equity Shares of the Company by the promoters, promoter group and persons acting in concert and directors, during the period of 12 months preceding the date of Announcement save and except the sale and purchase of Equity Shares of the Company as detailed herein under:

17. Purchase details:

Particulars of Promoters, Promoter Group & Persons Acting in Concert	Aggregate Quantity (No. of equity shares)	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Promoters	—	—	—	—	—
Promoter Group					
Nilima R. Doshi	6,360	210.05	Apr. 28, 2010	210.05	Apr 28, 2010
Chandrakant J. Mody	6,444	153.50	Oct 30, 2009	128.00	Nov 3, 2009
Chandrakant J. Mody as					
Karta of HUF	3,000	144.55	Nov 6, 2009	141.50	Nov 6, 2009
Nayna C. Mody	3,500	154.65	Nov 12, 2009	142.00	Nov 11, 2009
Persons Acting in Concert	—	—	—	—	—
Nil					

18. Sale details:

Particulars of Promoters, Promoter Group & Persons Acting in Concert	Aggregate Quantity (No. of equity shares)	Maximum Price (Rs.)	Date of Maximum Price	Minimum Price (Rs.)	Date of Minimum Price
Promoters	—	—	—	—	—
Promoter Group					
Jay Bharat Mehta & Bharat P. Mehta	2,235	208.19	Aug 17, 2010	208.19	Aug 17, 2010
Persons Acting in Concert					
Venkatesh G	4,500	180.00	Mar 12, 2010	170.00	Dec 10, 2009
Neeta S. Revankar	11,000	213.00	Aug 6, 2010	183.75	Mar 15, 2010
Sandeep Revankar	340	185.65	Mar 15, 2010	176.63	Feb 10, 2010
Sarla Golecha	13	176.65	Apr 6, 2010	176.85	Apr 6, 2010

The promoters, promoter group and the persons acting in concert will not sell their Equity Shares under this Buy-back and will not deal in Equity Shares of the Company from the date of this Announcement till completion of the Buy-back.

19. MANAGEMENT DISCUSSIONS AND ANALYSIS ON THE LIKELY IMPACT OF BUY-BACK ON THE COMPANY

- 19.1. The Buy-back is not likely to cause any material impact on the profitability and the earnings of the Company. The Buy-back will optimise returns to the shareholders and contribute to the overall enhancement of shareholders' value.
19.2. As per Regulation 15(b) of Buy-back Regulations, the Buy-back of Equity Shares shall not be made from the Promoters or persons acting in concert or persons in control or promoter group and they will not participate in the Buy-back and shall not deal in the Equity Shares of the Company in the Stock Exchanges during the period for which the Buy-back offer is open.
19.3. Consequent to the Buy-back and based on the number of Equity Shares bought back from the shareholders, the shareholding pattern of the Company including the foreign holdings (like NRIs/Foreign nationals/FIIs) except the promoters' holdings may undergo a change. However, public shareholding shall not fall below 25% of the total fully paid up equity capital of the Company. The Buy-back of Equity Shares will not result in a change in control or otherwise affect the existing management structure.
19.4. The Debt-Equity ratio post the Buy-back, will be within the limit of 2:1 as prescribed under Section 77A of the Act.
19.5. The Buy-back of Equity Shares will be completed within a period of 12 months from the date of passing of the resolution by the Board of Directors and the Company shall not withdraw the offer of Buy-back after the Public Announcement is made. However, the Board of the Company reserves the right to decide to close the Buy-back offer at an earlier date,

in the event Minimum Offer Shares have been purchased under the Buy-back even if the Maximum Offer Size has not been exhausted or Maximum Offer Shares have not been bought back, by giving appropriate notice of such earlier date and completing all formalities in this regard as per laws and regulations.

20. STATUTORY APPROVALS

- 20.1 The Company can Buy-back its own Equity Shares up to 10% of the total paid-up equity capital and free reserves after obtaining approval of its Board under proviso to Section 77A(2)(b) of the Companies Act, 1956.
20.2 Pursuant to Sections 77A, 77AA and 77B and other applicable provisions of the Act and the Buy-back Regulations, the present Offer of Buy-back of Equity Shares of the Company from the open market through the Stock Exchanges has been duly authorized by a resolution passed by the Board of Directors of the Company at its meeting held on October 21, 2010.
20.3 No other statutory approvals are required to be obtained for the Buy-Back. In case required, the Company shall obtain necessary approvals as may be prescribed from time to time.
20.4 The Buy-back of Equity Shares from Non-resident shareholders will be subject to approvals, if any, of the appropriate authorities as applicable.

21. REPORT OF STATUTORY AUDITORS -

The text of the report dated October 21, 2010 received from M/s. S.R. Batliboi & Co., Chartered Accountants, the Statutory Auditors of the Company, addressed to the Board of the Directors is reproduced below:

"In connection with the proposed Buy-back of Equity Shares approved by the Board of Directors of Sasken Communication Technologies Limited ('the Company') at its meeting held on October 21, 2010, in pursuance of provisions of Section 77A, 77AA and 77B of the Companies Act, 1956 and the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 and based on the information, explanations and representations given to us, we report that:

- a) We have inquired into the state of affairs of the Company in relation to its audited accounts for the year ended March 31, 2010, which were taken on record by the Board of Directors in the meeting held on April 22, 2010.
b) The Board of Directors has proposed to Buy-back the Company's equity to the extent of Rs.3,454 lakhs at a price not exceeding Rs.260 per share. The amount of permissible capital payment (including premium) towards Buy-back of Equity Shares, as computed below, has been properly determined in accordance with Section 77A (2) of the Companies Act, 1956.

Particulars	Amount (Rs. Lakhs)
Paid-up Equity Share Capital as at March 31, 2010 *	2,711.11
Free Reserves as at March 31, 2010 *	
Share Premium Account #	14,578.08
General Reserves	1,230.26
Profit and Loss Account	16,021.53
Total	34,540.98
Maximum amount permissible for the Buy-back i.e. 10% of total paid-up equity capital and free reserves	3,454.10

* Based on standalone financial statements for the year ended March 31, 2010.

Net of Rs. 14,578.08 lakhs transferred to Business Restructuring Reserve as per Scheme under Section 391 / 394 of the Companies Act, 1956 as approved by High Court of Karnataka, Bangalore vide its Order dated March 31, 2010.

c) The Board of Directors in their meeting held on October 21, 2010 have formed the opinion as specified in clause (x) of Schedule I of the Securities and Exchange Board of India (Buy-back of Securities) Regulations, 1998 on reasonable grounds and that the Company, having regard to its state of affairs, will not be rendered insolvent within a period of one year from the date of passing of this resolution in case of Buy-back of up to 10% of its paid-up equity capital and free reserves of the Company under proviso to Section 77A(2) of the Companies Act, 1956.

d) We conducted our examination in accordance with the Guidance Note on Audit Reports and Certificates Issued for Special Purposes issued by the Institute of Chartered Accountants of India. Furthermore, apart from the compliance with amount of permissible capital payment computed as above, we make no representations regarding questions of legal interpretations, or representations regarding compliance with the company law or any other statutory requirements.

e) This certificate has been prepared for and only for the Company in reference to proposed Buy-back of Equity Shares approved by the Board of Directors of the Company at its meeting held on October 21, 2010, in pursuance of the provisions of Section 77A, 77AA and 77B of the Companies Act, 1956 [including disclosing in the Public Announcement as required under SEBI (Buy-back of Securities) Regulations, 1998] and for no other purpose. We do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing."

22. COLLECTION AND BIDDING CENTERS – Not applicable.

23. COMPANY SECRETARY & COMPLIANCE OFFICER

(Working hours: 9 a.m. to 5 p.m. except Saturdays, Sundays & Public Holidays)
Mr. R Vittal, Company Secretary & Compliance Officer
Sasken Communication Technologies Limited
139/25, Ring Road, Domlur
Bangalore 560 071
Tel: +91 80 3989 1122 Extn. 4914
Fax: +91 80 2535 1309
Email: investor@sasken.com

24. INVESTOR SERVICE CENTRE

In case of any queries the Shareholders may contact at the following address: (Working hours: 2 p.m. to 5 p.m. except Saturdays, Sundays & Public Holidays)
Karvy Computershare Pvt. Ltd.,
Plot No.17-24, Vittalrao Nagar,
Madhapur, Hyderabad 500 081
Contact Person: Mr. K.S. Reddy, Asst. Gen Manager
Email: einward.ris@karvy.com
Tel: +91 40 2342 0818 / 4465 5000
Fax: +91 40 2342 0814 / 4465 5021

25. BROKERS TO THE BUY-BACK

(Working hours: 9 a.m. to 3.30 p.m. except Saturdays, Sundays & Public Holidays)
Karvy Stock Broking Limited
Centre, 8-2-609/K, Avenue 4, Street No. 1,
Banjara Hills, Hyderabad – 500 034
Contact Person: R Sowmya, IRO
Email: sowmya.r@karvy.com
Tel: +91 80 2660 4830 / 2662 1192 Extn. 3652
Fax: +91 80 4131 2645

26. MANAGER TO THE BUY-BACK

(Working hours: 9 a.m. to 3.30 p.m. except Saturdays, Sundays & Public Holidays)



Karvy Investor Services Limited,
Regent Chambers, 2nd Floor,
Nariman Point, Mumbai 400 021
Contact person : Mr. Rajnish Rangari
Email: rajnish.rangari@karvy.com
Tel : +91 22 2289 5000
Fax : +91 22 3020 4040

27. DIRECTORS' RESPONSIBILITY

As per Regulation 19(1)(a) of the Buy-Back Regulations, the Board of Directors of the Company accepts responsibility for the information contained in this Announcement.

For and on behalf of Board of Directors
of Sasken Communication Technologies Limited

Chairman
&
Managing Director

Whole-time Director

Company Secretary
&
Compliance Officer

Date : November 15, 2010
Place : Bangalore