SASKEN

BSE Limited,
Department of Corporate Services - CRD
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai-400 001

February 26, 2019

National Stock Exchange of India Limited
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051

By Web Upload

Dear Sir / Madam,

Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**SEBI Listing Regulations**) – Notice of Postal Ballot for passing of Special Resolution under Regulation 17 (1A) of SEBI Listing Regulations

Ref: Scrip Code 532663/ SASKEN

Pursuant to Regulation 30 of SEBI Listing Regulations, we wish to inform that the Company has on February 25, 2019 completed the dispatch of Postal Ballot Notice along with the Explanatory Statement and Postal Ballot Form (a) through electronic means to the members whose e-mail addresses are registered with the Company / Depository Participants; and (b) through physical mode to other members whose e-mail addresses are not registered with the Company / Depository Participants in relation to Special Resolution to be passed under Regulation 17(1A) of SEBI Listing Regulations, and other applicable provisions of Companies Act, 2013 for continuation of Directorship of Mr. Bansi S. Mehta as Non-Executive Independent Director of the Company for the remaining period of his tenure whose age is more than 75 years.

A notice in respect of the above was also published in English language in Business Line, all editions and in Kannada Language (vernacular language) in Kannada Prabha, Bengaluru edition on February 26, 2019.

Thanking you,

Yours faithfully
For Sasken Technologies Limited

S. Prasad
Associate Vice President & Company Secretary

Encl. 1. Postal Ballot Notice
2. Postal Ballot Form

Sasken Technologies Limited
(Formerly Sasken Communication Technologies Ltd.)
139 / 25, Ring Road,
Domlur, Bengaluru 560 071, India
CIN - L72100KA1989PLC014226

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Sasken Technologies Limited

(formerly Sasken Communication Technologies Limited)

Registered Office: 139/25, Ring Road, Domlur, Bengaluru - 560 071.
Tel: + 91 80 3989 1122; Fax: + 91 80 2535 1309
Email: investor@sasken.com; Website: www.sasken.com; CIN: L72100KA1989PLC014226

NOTICE OF POSTAL BALLOT TO THE SHAREHOLDERS

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act) and other applicable provisions, if any, read with the Companies (Management and Administration) Rules, 2014 (the Rules) and applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), including any statutory modification or re-enactment thereof for the time being in force, the resolution appended below is proposed to be passed by the members as Special Resolution by way of Postal Ballot / electronic voting (e-voting).

SPECIAL BUSINESS

Approval for continuation of Directorship of Mr. Bansi S. Mehta as Non-Executive Independent Director of the Company for the remaining period of his present tenure:

To consider and to give assent / dissent for passing the following resolution as a Special Resolution:

RESOLVED THAT in compliance with Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Companies Act, 2013, if any, as amended, the consent of the shareholders of the Company be and is hereby accorded to Mr. Bansi S. Mehta (DIN: 00035019), aged 83 years, to continue as a Non-Executive Independent Director of the Company on or after April 1, 2019 till the completion of his present tenure on the existing terms and conditions and his office is not subject to retirement by rotation.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board (including its Committee(s) thereof and/or any Director or any individual delegated with powers necessary for the purpose) be and is hereby authorized to do all such acts, deeds, matters and things, as may be necessary, proper or expedient without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have been given all necessary approval thereto expressly by the authority of this resolution.

An Explanatory Statement pursuant to Section 102 of the Act pertaining to the aforesaid resolution setting out the material facts concerning him and the reasons therefor is annexed to the Notice, along with the Postal Ballot Form (the Form) for your consideration.

The Board of Directors of the Company has appointed Mr. Gopalakrishnaraj H H, Practicing Company Secretary, Bengaluru (CP No.4152; FCS 5654) as the Scrutinizer for conducting the postal ballot / e-voting process, in a fair and transparent manner. Members holding shares of the Company have the option of voting by e-voting or through the Form. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and record their assent (FOR) or dissent (AGAINST) therein and return the Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the scrutinizer on or before 5.00 p.m. on March 27, 2019. The shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

The Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to the person authorized by him, after completion of the scrutiny of postal ballot forms. The results of the postal ballot shall be declared on or before March 29, 2019 at 5.00 p.m. and will also be published in newspapers and communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. The results of the postal ballot will also be displayed on the Company's website: www.sasken.com and Service Provider's website: https://evoting.karvy.com. The resolution will be taken as passed effectively on the last date of receipt of the Form, if the requisite majority of the Members had approved the aforesaid resolution. The Resolution appended herein above being Special Resolution shall be declared as passed if the votes cast in favour of the resolution are three times or more than the votes cast against the resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102(1) of the Act and other applicable provisions, this Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of the Resolution.

Regulation 17(1A) of the Listing Regulations, states that effective April 1, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for appointing such person.

A brief profile and justification for continuation of Mr. Bansi S. Mehta as an Independent Director on the Board of the Company with effect from April 1, 2019 is as under:

Mr. Bansi S. Mehta was born on September 19, 1935 and has been a Director of your Company since February 1, 2001. The Members of the Company on September 22, 2014 approved his appointment as an Independent Director of the Company for a period of five years with effect from September 22, 2014.

He is a graduate in commerce and a Fellow of the Institute of Chartered Accountants of India. He is an accountant holding a certificate of practice dealing with taxation, accountancy and valuation of mergers and acquisitions.

He is a Director in Atul Limited, Century Enka Limited, Gillette India Limited, Pidilite Industries Limited and Proctor & Gamble Hygiene and Health Care Limited.

He is the Chairman of Audit Committee in the Company. He is also Chairman of Audit Committee, Nomination and Remuneration Committee and Risk Management Committee in Pidilite Industries Limited.

He is also a member of:

1. Audit Committee in Atul Limited, Century Enka Limited, Procter & Gamble Hygiene and Health Care Limited and Gillette India Limited;
2. Nomination and Remuneration Committee and Corporate Social Responsibility Committee in Century Enka Limited.

He holds 5,929 shares in the Company. He could not attend any meeting of the Board during the current financial year.

In the opinion of the Board, Mr. Mehta (i) possesses rich experience and expertise relevant to the Company; (ii) fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder; and (iii) is independent of the Management. His guidance related to Accounts, Finance, Taxation has been notable and supportive to the Company in dealing with complex matters.

Given the above and valuable contribution made by Mr. Mehta over the years, the Board is of the view that his association as an Independent Director will be of immense benefit to the Company.

The Board recommends the resolution set out hereinabove for the consideration and approval of the members by means of Special Resolution.

There are no inter-se relationships between the Directors. Save and except Mr. Bansi S. Mehta and his relatives, to the extent of his shareholding interest in the Company, 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 resolution.

By order of the Board
For Sasken Technologies Limited

Place: Bengaluru
Date: January 21, 2019

S. Prasad
Associate Vice President & Company Secretary

NOTES AND INSTRUCTIONS

1) The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Act setting out material facts is forming part of the Notice.
2) The postal ballot notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as of Friday, February 15, 2019. The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants (in case of electronic shareholding)/the Company's Registrar and Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the postal ballot notice along with postal ballot form are being sent by permitted mode along with a postage prepaid self-addressed Business Reply Envelope.
3) Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, February 15, 2019 will be considered for the purpose of voting in proportion to their shares of the paid up Capital of the Company and any recipient of this Postal Ballot Notice who has no voting rights as on the aforesaid date should treat the same as for information only.
4) Resolution passed by the Members through postal ballot is deemed to have been passed as if it has been passed at a General Meeting of the Members.
5) The Members can opt for only one mode of voting, i.e., either by Postal Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.
6) Members who have received postal ballot notice by e-mail and who wish to vote through physical postal ballot form and in case a Member is desirous of obtaining a duplicate postal ballot form, he or she may send an email to einward.ris@karvy.com requesting for the same. The Registrar and Transfer Agent / Company shall send the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

7) In compliance with Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by Karvy Fintech Private Limited (formerly Karvy Computershare Private Limited) (Karvy). The instructions for e-voting are annexed to this Notice.
8) A Member cannot exercise his / her vote by proxy on postal ballot.
9) Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the postal ballot notice and form and return the form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours on March 27, 2019 (5.00 p.m.). However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after close of working hours on March 27, 2019 (5.00 p.m.), it will be considered that as if no reply has been received from the Member.
10) The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. March 27, 2019, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
11) The Scrutinizer will immediately after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and will make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or in his absence to the person authorized by him on or before March 29, 2019. The result would be displayed at the Registered Office of the Company, intimated to Karvy and Stock Exchanges where the Company's securities are listed and displayed along with the Scrutinizer's report on the Company's website i.e. www.sasken.com.
12) All material documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 5.00 p.m. up to the date of declaration of the result of Postal Ballot.

Voting through electronic means (e-voting)

In compliance with Regulation 44 of Listing Regulations and Section 110 and other applicable provisions of the Act, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical postal ballot form by post. The Company has engaged the services of Karvy for the purpose of providing e-voting facility to all its Members.

INSTRUCTIONS FOR E- VOTING

1. The procedure and instructions for e-voting are as follows:

A. In case of members receiving the Postal Ballot Form by e-mail

i. Open your web browser during the voting period and navigate to https://evoting.karvy.com.

ii. Enter the login credentials (i.e. **User ID and Password** mentioned in the postal ballot form). Your Folio No. / DP ID & Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

User – ID	For Members holding shares in Demat Form:- a) For NSDL : 8 Character DP ID followed by 8 Digits Client ID b) For CDSL: 16 digits Beneficiary ID For Members holding shares in Physical Form: Event No. followed by Folio Number registered with the Company
Password	Your Unique password is printed on the enclosed Form / sent via e-mail in electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

iii. After entering these details appropriately, click on "LOGIN" / "SUBMIT".

iv. Members holding shares in Demat / Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that company opts for e-voting through **Karvy Fintech Private Limited e-Voting platform**. System will prompt you to change your password and update any contact details like mobile No., email ID etc. on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., "***Sasken Technologies Ltd".***

vii. On the voting page, you will see Resolution Description and against the same the option 'FOR / AGAINST / ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR / AGAINST / ABSTAIN' or alternatively you may partially enter any number in 'FOR', partially in 'AGAINST' and partially in 'ABSTAIN', but the total number in 'FOR / AGAINST / ABSTAIN' taken together should not exceed your total shareholding. If you do not want to cast any vote, select 'ABSTAIN'.

viii. Shareholders holding multiple folios / demat accounts shall choose the voting process separately for each folios / demat accounts.

ix. After casting your vote, click on 'SUBMIT'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'OK', else to change your vote, click on 'CANCEL' and accordingly modify your vote.

x. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xi. Corporate / Institutional Members (Corporate / Fls / Flls / Trust / Mutual Funds / Banks, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer through e-mail to scrutinizer@sasken.com with a copy to evoting@karvy.com or deposited at the registered office of the Company. The scanned file containing the Board Resolution should be named in this format "Sasken_EVENT No."

xii. In case of any queries, you may refer to Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Mr. Anandan. K. of M/s. Karvy Fintech Private Limited, at 040 6716 1591 or at Karvy's Toll Free No. 1-800-3454-001.

2. The e-voting period commences on February 26, 2019 at 10:00 a.m. and ends on to March 27, 2019 at 5:00 p.m. (both days inclusive). Please note that e-voting mode shall not be allowed beyond 5:00 p.m. on March 27, 2019. During this period, the Members may cast their vote by electronic means in the manner and process set out hereinabove. The e-voting module shall be disabled for voting thereafter.

B. In case of members receiving the Postal Ballot Form by post

a. The initial Password is provided in the table given in Postal Ballot Form.

b. Please follow all the steps from (i) to (xii) above to cast your vote.

IMPORTANT COMMUNICATION TO MEMBERS

SEBI, vide its Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, has directed all the listed companies to record the PAN and Bank Account details of holders holding securities in physical form. Accordingly, the shareholders holding shares in physical form are requested to submit a copy of their PAN and bank details along with a cancelled cheque to the Registrar and Share Transfer Agent of the Company at the earliest. Separate letters have been sent to the security holders of the Company holding securities in physical form as per the said Circular.

Further, in view of amendments to the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 vide SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, effective April 1, 2019, requests for effecting transfer of shares of the Company shall not be processed unless the shares are held in the dematerialized form with a depository, except in case of transmission or transposition of shares. Accordingly, the shareholders of the Company holding shares in physical form are requested to dematerialise the shares held by them at the earliest.

Separate letters are also being sent to the shareholders holding shares in physical form in this connection. SEBI has also issued a Press Release No. PR No.: 34/2018 dated August 10, 2018 whereby it has been, inter-alia, clarified that the aforesaid amendment does not prohibit the shareholders from holding the shares in physical form; shareholders have the option of holding shares in physical form even after April 1, 2019.

SASKEN

Sasken Technologies Limited

(formerly Sasken Communication Technologies Limited)
Registered Office: 139/25, Ring Road, Domlur, Bengaluru - 560 071
Tel: + 91 80 6694 3000; Fax: + 91 80 2535 1309
Email: investor@sasken.com; Website: www.sasken.com;
CIN: L72100KA1989PLC014226

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before filling this Form)

Serial No. :

1. Name(s) & Registered Address of the sole / first named Member :

2. Name(s) of the Joint-Holder(s), if any (in block letters) :

3. Registered Folio No/DP ID No.*/Client ID No.* (*applicable to shareholders holding shares in Dematerialised Form) :

4. Number of equity shares held :

I / We hereby exercise my / our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company dated January 21, 2019, by conveying my / our assent / dissent to the said Special Resolution by placing the tick (✓) mark in the appropriate column below:

S.No.	Resolution Summary	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Continuation of Directorship of Mr. Bansi S. Mehta as an Independent Director for the remaining period of his present tenure.			

Place :
Date :

(Signature of the Member / Beneficial Owner)
(Refer Instruction No.5 overleaf)

Important: Please complete and return this Form to the Scrutinizer at the address mentioned in the pre-paid self-addressed business reply envelope. The last date for receipt of this Postal Ballot Form by the Scrutinizer is March 27, 2019.

ELECTRONIC VOTING PARTICULARS

EVEN (E-Voting Event Number)	USER ID	PASSWORD

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
February 26, 2019 at 10.00 a.m.	March 27, 2019 at 5.00 p.m.

Note: Please read the instructions printed overleaf carefully before exercising the vote. Detailed instructions regarding E - Voting is given in the Postal Ballot Notice.

INSTRUCTIONS

1. The Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer, Mr. Gopalakrishnaraj H H, Company Secretary, appointed by the Board of Directors of the Company, in the attached pre-paid self-addressed business reply envelope (envelope). However, envelope containing Postal Ballot, if deposited in person or sent through courier / post at the expense of the Member will also be accepted. Member(s) residing outside India should stamp the envelope appropriately.
2. Members who have registered their e-mail IDs for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs, the Notice of Postal Ballot is being sent to them by e-mail and for others it is sent by post along with Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can also download Postal Ballot Form from the Company's website or seek duplicate Postal Ballot Form from the Registrar & Share Transfer Agent, M/s. Karvy Fintech Private Limited (Formerly Karvy Computershare Pvt. Ltd.), Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad 500 032, fill in the details and send the same to the Scrutinizer not later than 5.00 p.m. on March 27, 2019.
3. A Member may vote through electronic mode as per the instructions for e-voting provided in the Postal Ballot Notice and Form. The Members can opt for only one mode of voting i.e. either through Postal Ballot Form or e-voting. In case of receipt of vote by both the modes, voting casted through e-voting shall prevail and voting casted through Postal Ballot Form shall be treated as invalid.
4. There shall be one Postal Ballot for each Folio / Client ID irrespective of the number of joint holders. Members cannot appoint a proxy to exercise their voting powers through Postal Ballot.
5. The Postal Ballot Form should be completed and signed by the Member / Beneficial Owner. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited to the Company, in respect of shares held in physical form or dematerialized form respectively) by the first named Member and failing him / her by the next named Member and so on. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. A Member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
6. Duly completed Postal Ballot Form should be received by the Scrutinizer not later than 5.00 p.m. on March 27, 2019. Postal Ballot Forms received after this date will be treated as if no reply has been received from the Member. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be final and binding.
7. The votes should be cast either in favour or against by placing the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns will render the Form invalid. The consent or otherwise received in any other manner will be rejected.
8. Members are requested not to send any other paper along with Postal Ballot Form in the enclosed self-addressed envelope. The Scrutinizer would destroy any extraneous paper found in such envelope.
9. The item of business covered by this Postal Ballot will not be transacted at any General Meeting.
10. A Member need not use all the votes / cast the votes in the same way.
11. Voting rights shall be reckoned on the paid up value of the equity shares registered in the name of the shareholder(s) as on the cut-off date i.e. February 15, 2019.
12. Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
13. The Scrutinizer's decision on the validity of the Postal Ballot form shall be final.
14. The vote of a Member will be considered invalid on any of the following grounds:
    a. if the Member's signature does not tally, or if the Postal Ballot Form is not signed as per the process mentioned above;
    b. if the Member has marked his/her/its vote both `FOR' and `AGAINST' in the Postal Ballot Form in such a manner that the aggregate shares voted `FOR' and `AGAINST' exceeds the total number of shares held;
    c. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the identity of the Member or the number of votes or as to whether the votes are in favour or against or inability of the signature to be verified or on one or more of the above grounds.
    d. Member(s) shall opt for one mode of voting. If a Member has opted for e-voting then he should not vote by physical ballot and vice-versa. However, if the Members cast their vote by physical ballot as well as through e-voting, then the voting through physical ballot shall be treated as invalid.