



sasken

BSE Limited
Dept of Corporate Services - CRD,
P. J. Towers, Dalal Street,
Mumbai - 400 001

December 23, 2016

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

By web upload

Dear Sir / Madam,

Sub: Results of the Postal Ballot
Ref: Scrip Code 532663 / SASKEN

This has reference to our letter dated November 30, 2016 enclosing the Notice of Postal Ballot along with the postal ballot form seeking consent of the members by way of special resolution vide postal ballot / electronic voting for (a) Buy-back of Equity Shares of the Company through Tender Offer route; (b) Creating Sasken Employees' Share Based Incentive Plan 2016 and other allied activities; and (c) Changing the name of the Company.

In connection with the above and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Special Resolutions mentioned in the aforesaid notice have been passed by the members of the Company by requisite majority. The approval is deemed to have been received on the last date of receipt of postal ballot forms, i.e. on December 22, 2016.

Please find enclosed the Voting Results and Scrutinizer's Report.

This is for your information and records.

Thanking you,

Yours faithfully
For Sasken Communication Technologies Ltd.

For
S. Prasad

S. Prasad
Associate Vice President & Company Secretary

Encl.

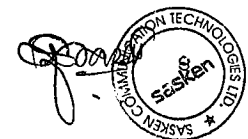
Sasken Communication Technologies Ltd.

139/25, Domlur Ring Road, Bengaluru - 560 071, India.
CIN - L72100KA1989PLC014226, E-mail - info@sasken.com
T - 91 80 6694 3000, F - 91 80 2535 1133

Company Name	SASKEN COMMUNICATION TECHNOLOGIES LIMITED
Date of the AGM/EGM	N.A.
Total number of shareholders on record date	24,818
No. of shareholders present in the meeting either in person or	
Promoters and Promoter Group:	N.A.
Public:	N.A.
No. of Shareholders attended the meeting through Video	
Promoters and Promoter Group:	N.A.
Public:	N.A.

ITEM NO. 1

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for Buy-back of Equity Shares by the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting	7,205,416	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	3,207,214	181,010	5.64	181,010	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	7,307,183	8,434	0.12	8,350	84	99.00	1.00
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		14,183	0.19	13,859	324	97.72	2.28
Total		17,719,813	205,627	1.15	203,219	408	99.30	0.70



ITEM NO. 2

Resolution required: (Ordinary/ Special)		SPECIAL - Approval for creating Sasken Employees' Share Based Incentive Plan 2016.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,205,416	7,204,816	99.99	7,204,816	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	3,207,214	181,010	5.64	26,500	154,510	14.64	85.36
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	7,307,183	138,931	1.90	137,617	1,314	99.05	0.95
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		14,056	0.19	13,567	489	96.52	3.48
Total		17,719,815	7,387,816	42.54	7,382,500	156,313	97.93	2.07



ITEM NO. 3

Resolution required: (Ordinary/ Special)	SPECIAL - Approval for extending benefit of Sasken Employees' Share Based Incentive Plan 2016 to Employees of Subsidiary Company(ies).							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of Shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,205,416	7,204,816	99.99	7,204,816	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	3,207,214	181,010	5.64	26,500	154,510	14.64	85.36
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	7,307,183	138,931	1.90	137,408	1,523	98.90	1.10
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		14,067	0.19	12,991	1,076	92.35	7.65
Total		17,719,813	7,558,824	42.54	7,381,715	157,109	97.92	2.08



ITEM NO. 4

Resolution required: (Ordinary/ Special)		SPECIAL - Approval of Scheme for Provisioning of Money to Sasken Employees' Welfare Trust.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,205,416	7,204,816	99.99	7,204,816	-	100.00	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Public- Institutions	E-Voting	3,207,214	181,010	5.64	26,500	154,510	14.64	85.36
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		-	-	-	-	-	
Public- Non Institutions	E-Voting	7,307,183	138,931	1.90	138,691	240	99.83	0.17
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		14,016	0.19	13,242	774	94.48	5.52
Total		17,719,813	7,538,753	42.54	7,388,219	155,524	97.94	2.06

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ITEM NO. 5								
Resolution required: (Ordinary/ Special)	SPECIAL - Change of name of the Company and consequent amendment to Memorandum and Articles of Association of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of Shares held (1)	No. of Votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	7,205,416	7,204,816	99.99	7,204,816	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Institutions	E-Voting	3,207,214	181,010	5.64	181,010	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
Public- Non Institutions	E-Voting	7,307,183	138,931	1.90	138,779	152	99.89	0.11
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		14,112	0.19	13,758	354	97.49	2.51
Total		17,719,813	7,538,869	42.54	7,538,868	506	99.99	0.01

For SASKEN COMMUNICATION TECHNOLOGIES LTD.


Company Secretary



Ranganatha Rao Vittal
Company Secretary

REPORT OF SCRUTINIZER

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 (9) of the Companies (Management and Administration) Rules, 2014]

To:

The Chairman and Managing Director,
Sasken Communication Technologies Limited
Registered Office: No. 139/25, Ring Road, Domlur,
Bengaluru - 560 071

I, Ranganatha Rao Vittal, Practicing Company Secretary at No. XI – M – 132, 9th Cross, 9th A Main, H.A.L. III Stage, Jeevan Bima Nagar, Bengaluru – 560 075, appointed as Scrutinizer by the Board of Directors of SASKEN COMMUNICATION TECHNOLOGIES LIMITED (the 'Company') for the purpose of scrutinizing the Postal ballot process for passing the below mentioned resolutions as **Special Resolutions** in a fair and transparent manner.

Resolutions passed through Postal Ballot:

I. Approval for Buy-back of Equity Shares of the Company through Tender Offer route:

RESOLVED THAT in accordance with Article 172 of the Articles of Association of the Company and the provisions of Sections 68, 69, 70 and all other applicable provisions of the Companies Act, 2013 (**"the Act"**) and applicable rules made thereunder and in compliance with the Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 1998, as amended from time to time (**"Buy-back Regulations"**) and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the equity shareholders of the Company be and is hereby accorded for the Buy-back of fully paid up equity shares by the Company having face value of ₹ 10 each (**"Equity Share(s)"**) up to 28,24,544 Equity Shares (representing 15.94% of the total paid-up equity share capital of the Company) at a price not exceeding ₹ 425/- (Rupees Four hundred and twenty five only) (**"Maximum Buy-back Price"**) per Equity Share payable in cash for a total consideration not exceeding ₹ 12,004.31lakhs (Rupees Twelve thousand and four lakhs and thirty one thousand only), excluding transaction costs viz. fees, brokerage, applicable taxes such as securities transaction tax, service tax, stamp duty, etc. (**"Transaction Costs"**) (hereinafter referred to as **"Maximum Buy-back Size"**), which is within 25% of the total paid-up equity capital and free reserves (including securities premium account) as per the audited accounts of the Company for the financial year ended March 31, 2016, on standalone basis through the **"Tender Offer"** route as prescribed under the Buy-back Regulations (the process being





Ranganatha Rao Vittal
Company Secretary

referred hereinafter as “Buy-back”), on a proportionate basis, from the equity shareholders / beneficial owners of the Equity Shares of the Company as on the record date to be decided at a later stage.

FURTHER RESOLVED THAT at the Maximum Buy-back Price of ₹ 425/- per Equity Share and for the Maximum Buy-back Size up to ₹ 12,004.31 lakhs, the indicative number of Equity Shares that can be bought back would be 28,24,544 Equity Shares, representing 15.94% of the total issued and paid up equity capital of the Company; and in the event the final Buy-back price is lower than ₹ 425/- per Equity Share. (Maximum Buy-back Price), the indicative number of Equity Shares and percentage thereof shall go up accordingly.

FURTHER RESOLVED THAT 15% (fifteen percent) of the number of Equity Shares which the Company proposes to buy-back or number of Equity Shares entitled as per the shareholding of small shareholders, whichever is higher, shall be reserved for the small shareholders, as prescribed under Regulation 6 of the Buy-back Regulations.

FURTHER RESOLVED THAT Buy-back will be made out of the Company's free reserves, current surplus and / or cash and cash equivalents and / or internal accruals and / or liquid resources of the Company as the Board or a duly constituted committee thereof may decide from time to time.

FURTHER RESOLVED THAT the Company shall implement the Buy-back using the “Mechanism for acquisition of shares through Stock Exchange” as notified by SEBI vide circular No. CIR/CFD/POLICYCELL/1/2015 dated April 13, 2015 and the Company shall approach the BSE Limited for facilitating the same.

FURTHER RESOLVED THAT the Buy-back of Equity 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 and relevant rules and regulations.

FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred as also to execute such documents, writings, etc., to any Committee of the Board or any other Director(s) or Executive(s) / Officer(s) of the Company as may be necessary to give effect to the aforesaid resolution, to finalise the terms of the Buy-back, including the price per Equity Share, record date, entitlement ratio, the amount to be utilized towards Buy-back, the number of Equity Shares to be bought back, the source and other related matter(s), and the time frame therefor, within the statutory limits prescribed by the law and to do all such acts, deeds, matters and things, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incidental thereto including but not limited to appointment of all intermediaries and agencies including Merchant Bankers, Brokers, Bankers, Solicitors, Registrars, Depository Participants and other agencies for the





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Company Secretary

implementation of the Buy-back, to make applications seeking approval of appropriate authorities and to initiate all necessary action for opening of accounts (including but not limited to escrow account, special payment account, demat escrow account, etc.), preparation, signing and issuance of various documents, including Public Announcement, Declaration of Solvency and Certificate of Extinguishment of shares / share certificates required to be filed in connection with the Buy-back and such other undertakings, agreements, papers, documents and correspondence as may be necessary in this regard, to the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited, Registrar of Companies under Ministry of Corporate Affairs, Depositories and / or other authorities and extinguishment of dematerialised shares and physical destruction of share certificates in respect of Equity Shares bought back by the Company as per the Buy-back Regulations.

FURTHER RESOLVED THAT the Board be and is hereby authorized to accept and make any alteration(s), modification(s) to the terms and conditions as it may deem necessary, concerning any aspect of the Buy-back, in accordance with the statutory requirements, as well as to give such directions, delegation of authority hereunder, as may be necessary or desirable, and to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as it may, in absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters consequential to the Buy-back, without being required to seek any further consent or approval of the members or otherwise to the end and intent that the Members shall be deemed to have given their approval expressly by the authority of this resolution.

II. Approval of Sasken Employees' Share Based Incentive Plan 2016

RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereto, including any modification or re-enactment thereof for the time being in force, the Memorandum and Articles of Association of the Company, the Listing Agreements with the Stock Exchanges in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**SEBI SBEB Regulations**") and such other applicable regulations which may be issued and / or amended, from time to time, by Securities and Exchange Board of India ("**SEBI**"), Foreign Exchange Management Act, 1999 ("**FEMA**") or any other relevant authorities / institutions / bodies, from time to time, to the extent applicable and subject to any conditions, modifications, approvals, consents, permissions and sanctions of any authorities / institutions / bodies as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities / institutions / bodies while granting such approvals, consents, permissions and





Ranganatha Rao Vittal
Company Secretary

sanctions, the approval and consent of the Members of the Company be and is hereby accorded to introduce and implement Sasken Employees' Share Based Incentive Plan 2016 ("Incentive Plan 2016") and to the Board of Directors of the Company ("Board" which term shall be deemed to include any Committee, including the Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 bearing the nomenclature as Nomination and Remuneration Committee ("NRC") to exercise its powers, including the powers, conferred by this Resolution) to issue, offer, grant and allot, up to a maximum of 8,85,900 (Eight Lakh Eighty Five Thousand Nine Hundred) options / Stock Appreciation Rights ("SARs") / Restricted Stock Units ("RSUs") / other Stock Based Instruments as may be formulated by SEBI from time to time, in any combination, ("read together as Stock Based Instruments") or such other adjusted figure for any Rights issue, Bonus issue, Stock splits or consolidations or such other corporate action requiring re-organization of the capital structure of the Company as may be applicable, to the permanent employees of the Company whether working in India or out of India, Directors of the Company including Whole Time Directors, Non-Executive Directors but excluding Promoters, members of the Promoter Group, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company and that of its existing and future Subsidiary Company(ies) whether in or outside India ("Eligible Employees"), in one or more tranches, at such price(s) either directly or through Sasken Employees Welfare Trust, as the case may be and on such terms & conditions, as may be decided by the Board, at its sole & absolute discretion in accordance with the Incentive Plan 2016 and in due compliance with the applicable laws, rules, regulations, guidelines or other provisions of law as may be prevailing at the relevant time.

FURTHER RESOLVED THAT all actions taken by the Board in connection with the above and all incidental and ancillary things done are hereby specifically approved and ratified.

FURTHER RESOLVED THAT the Board be and is hereby authorized to issue and / or allot Equity Shares upon exercise of options / equity settled SARs / RSUs / other Stock Based Instruments as the case may be from time to time in accordance with the Incentive Plan 2016 and such Equity Shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

FURTHER RESOLVED THAT the number of Stock Based Instruments that may be granted per Eligible Employee under the Incentive Plan 2016 shall not exceed 1% of the issued Equity Share Capital in a financial year (excluding outstanding warrants and conversions) of the Company as at the time of grant of options.

FURTHER RESOLVED THAT the Company shall conform to the accounting standards / policies prescribed from time to time under the SEBI SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Incentive Plan 2016.





Ranganatha Rao Vittal
Company Secretary

FURTHER RESOLVED THAT the Stock Based Instruments that have lapsed either by reason of non-vesting / non-exercise be added to the Pool for future grants.

FURTHER RESOLVED THAT the Board be and is hereby authorized to formulate, evolve, decide upon and bring into effect the Incentive Plan 2016 as per the terms approved in this resolution and at any time to modify, change, vary, alter, amend, revise, suspend or terminate the Incentive Plan 2016 as it may deem fit, from time to time in its sole and absolute discretion in conformity with the applicable laws and regulations and the Memorandum and Articles of Association and to do all such acts, deeds and things and execute all such deeds, documents and writings at its absolute discretion deems necessary without being required to seek any further consent / approval of the Members of the Company.

FURTHER RESOLVED THAT the Board be and is hereby authorised to appoint various intermediaries, experts, professionals, independent agencies and other Advisors, Consultants Trustees or Representatives, being incidental to the effective implementation and administration of Incentive Plan 2016 as also to prefer applications to the appropriate Authorities, Parties and Institutions for their requisite approvals, if any, required by SEBI / Stock Exchange(s) / such authorities / institutions / bodies, and all other documents required to be filed in the above connection and to settle all such questions, doubts or difficulties whatsoever which may arise and take all such steps and decisions in this regard.

FURTHER RESOLVED THAT the Board may delegate all or any powers conferred herein, to the NRC of the Board or any Executive Director of the Company with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.

III. Approval for extending benefit of Sasken Employees' Share Based Incentive Plan 2016 to the Eligible Employees of Subsidiary Company/ies:

RESOLVED THAT pursuant to the provisions of Regulation 6(3)(c) of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (including any modification or re-enactment thereof for the time being in force), Section 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rules thereto, the Memorandum and Articles of Association of the Company, the Listing Agreements with the Stock Exchanges in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Foreign Exchange Management Act, 1999 ("FEMA") and subject to any approvals, consents, permissions and sanctions of any authorities as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities while granting such approvals, consents,





Ranganatha Rao Vittal
Company Secretary

permissions and sanctions, the approval and consent of the Members be and is hereby accorded to the Board of Directors (“Board” which term shall be deemed to include any Committee, including the Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 bearing the nomenclature as Nomination and Remuneration Committee to exercise its powers, including the powers, conferred by this resolution), to extend the benefits of Saska Employees’ Share Based Incentive Plan 2016 (“Incentive Plan 2016”) proposed in this resolution or for the benefit of such Eligible Employees of the Company’s direct and / or indirect subsidiaries, whether in India or outside India, in one or more tranches, at such price(s) and on such terms & conditions as may be decided by the Board at its sole & absolute discretion, in accordance with the Incentive Plan 2016 and in due compliance with the applicable laws, rules, regulations, guidelines or other provisions of law as may be prevailing at the relevant time.

FURTHER RESOLVED THAT the maximum number of options / SARs / RSUs / other Stock Based Instruments as may be formulated by SEBI from time to time granted to Eligible Employees of both employees of the Company and its subsidiaries under Incentive Plan 2016 shall not exceed 8,85,900 options / SARs / RSUs / other stock based Instruments at a price as may be decided by the Board from time to time in accordance with Incentive Plan 2016.

FURTHER RESOLVED THAT the Board may delegate all or any powers conferred herein, to the NRC of the Board or any Executive Director of the Company with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc. as may be necessary in this regard.

IV. Approval for provisioning of money to the Saska Employees Welfare Trust for Secondary acquisition of shares of the Company:

RESOLVED THAT pursuant to the provisions of Section 62, 67 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and Rules thereto, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“SEBI SBEB Regulations”) and such other applicable regulations which may be issued and / or amended, from time to time, and subject to any conditions, modifications, approvals, consents, permissions and sanctions of any authorities / institutions / bodies as may be required, and subject to any such conditions or modifications as may be prescribed or imposed by such authorities / institutions / bodies while granting such approvals, consents, permissions and sanctions, the approval and consent of the Members of the Company be and is hereby accorded to the Board of Directors (“Board” which term shall be deemed to include any Committee, including the Compensation Committee already constituted by the Board under Section 178 of the Companies Act, 2013 bearing the nomenclature as Nomination and Remuneration Committee





Ranganatha Rao Vittal
Company Secretary

to exercise its powers, including the powers, conferred by this Resolution), to implement Sasken Employees' Share Based Incentive Plan 2016 ("Incentive Plan 2016") through Sasken Employees Welfare Trust ("Trust") and the Trust to purchase, hold and deal in the Equity Shares of the Company acquired for the purpose of implementation of the Incentive Plan 2016 or any other employee stock plan or share based employee benefit plan (read together as "Incentive Plans") which may be introduced by the Company from time to time, or for any other purpose(s) as contemplated under and in due compliance with the provisions of the Act, SEBI SBEB Regulations and other applicable laws, rules, regulations, guidelines or provisions of law as may be prevailing at the relevant time.

FURTHER RESOLVED THAT consent of the members of the Company be and is hereby accorded to grant loan and / or provision of money, to provide guarantee or security in connection with the loan granted or to be granted to the Trust, in one or more tranches, not exceeding 5% of the aggregate of the paid-up capital and free reserves as at March 31, 2016 for the purpose of acquiring equity shares from the Secondary Market by the Trust / Trustees, in one or more tranches, subject to the ceiling of equity shares as may be prescribed under the Incentive Plan 2016.

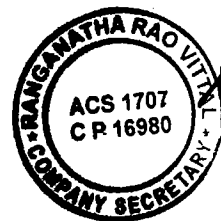
FURTHER RESOLVED THAT any loan provided by the Company shall be repayable to and recoverable by the Company from time to time during the term of the Incentive Plan 2016 and / or Incentive Plans, as the case may be, subject to exercise price being paid by the employees on exercise of options / SARs / RSUs / other Stock Based Instruments under the respective Incentive Plans.

FURTHER RESOLVED THAT the Trust shall not deal in derivatives and shall undertake transaction as permitted by SEBI SBEB Regulations, from time to time.

FURTHER RESOLVED THAT the Trustee of the Trust shall not vote in respect of the shares held by the Trust.

FURTHER RESOLVED THAT for the purposes of disclosure to the Stock Exchanges, the shareholding of the Trust shall be shown as non-promoter and non-public shareholding.

FURTHER RESOLVED THAT the Trustees of the Trust shall ensure compliance of the provisions of the Act, SEBI SBEB Regulations and all other applicable laws, rules, regulations, guidelines or other provisions of law as may be prevailing at the relevant time in connection with dealing in the shares of the Company including but not limited to maintenance of proper books of accounts, records and documents as prescribed.





Ranganatha Rao Vittal
Company Secretary

V. Approval for change of name of the Company from "Sasken Communication Technologies Limited" to "Sasken Technologies Limited" and consequent amendment to Memorandum and Articles of Association and other documents of the Company

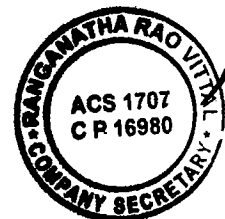
RESOLVED THAT subject to the approval of the Central Government, Registrar of Companies, Karnataka under Ministry of Corporate Affairs, stock exchanges and other authorities as may be applicable and pursuant to Sections 13, 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the name of the Company be changed from "Sasken Communication Technologies Limited" to "Sasken Technologies Limited" or such other name as may be approved by the Ministry of Corporate Affairs.

FURTHER RESOLVED THAT pursuant to Section 21 and other applicable provisions, if any, of the Companies Act, 2013, (including any modification or re-enactment thereof) the name "Sasken Communication Technologies Limited" wherever it appears in the Memorandum and Articles of Association of the Company be substituted by the new name 'Sasken Technologies Limited' or such other name as may be approved by the Ministry of Corporate Affairs.

FURTHER RESOLVED 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.

Further, I submit my report as under:

1. In accordance with the notice of the Postal Ballot despatched to the shareholders by prescribed mode and as per advertisement published pursuant to Rule 22 (3) of the Companies (Management Administration) Rules, 2014 published on – 2016, the voting commenced on 25th November 2016 (at 10:00 hours) and ended on December 22, 2016 (at 17:00 hours) for physical ballot as well as e-voting. The e-voting process was enabled and provided by Karvy Computershare Private Limited. The votes were unblocked at around 10:00 hours on December 23, 2016 and the e-voting summary statement was down loaded from e-voting website <https://evoting.karvy.com> of Karvy Computershare Private Limited.
2. The Equity Shareholders holding shares as on November 18, 2016 (Record Date) were entitled to vote on the resolution stated in the Notice of the Postal Ballot.





Ranganatha Rao Vittal
Company Secretary

3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted "For" and "Against" and e-voting results downloaded from the voting website <https://evoting.karvy.com> of Karvy Computershare Private Limited have been taken into account and scrutinized.
4. The ballot papers received have been scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent. Invalid ballots were marked, segregated kept separately and the summary results were prepared. For processing Postal ballots, necessary technical support was provided by Karvy Computershare Private Limited, Bengaluru, the Registrar & Share Transfer Agent of the Company.
5. The result of the voting for each of the resolutions is as under:

RESOLUTION No. I: Regarding Buy-back of Shares

I. Voted in favour of the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	125	13,859	6.81%
b)Voted by electronic mode	46	1,89,360	92.99%
Total	171	2,03,219	99.80%

II. Voted against the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	10	324	0.16%
b)Voted by electronic mode	3	84	0.04%
Total	13	408	0.20%

Grand Total of valid votes cast	2,03,627
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Ranganatha Rao Vittal
Company Secretary

III. Invalid Votes

Number of members	No. of votes
69	73,40,776*

* Out of the above 73,35,313 were abstained votes' through e-voting.

RESOLUTION No. II: Regarding Employees' Share Based Incentive Plan

I. Voted in favour of the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	115	13,567	0.18%
b)Voted by electronic mode	80	73,68,933	97.75%
Total	195	73,82,500	97.93%

II. Voted against the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	14	489	0.01%
b)Voted by electronic mode	20	1,55,824	2.06%
Total	34	1,56,313	2.07%

Grand Total of valid votes cast	75,38,813
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III. Invalid Votes

Number of members	No. of votes
24	5,591





Ranganatha Rao Vittal
Company Secretary

RESOLUTION No. III: Regarding Extending Employees' Share Based Incentive Plan to Eligible Employees of Subsidiary Companies

I. Voted in favour of the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	113	12,991	0.17%
b)Voted by electronic mode	77	73,68,724	97.74%
Total	190	73,81,715	97.92%

II. Voted against the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	18	1,076	0.01%
b)Voted by electronic mode	23	1,56,033	2.07%
Total	41	1,57,109	2.08%

Grand Total of valid votes cast	75,38,824
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III. Invalid Votes

Number of members	No. of votes
22	5,560





Ranganatha Rao Vittal
Company Secretary

RESOLUTION No. IV: Provisioning of money to Saskaen Employees' Welfare Trust for Secondary acquisition of shares of the Company:

I. Voted in favour of the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	117	13,242	0.18%
b)Voted by electronic mode	79	73,70,007	97.76%
Total	196	73,83,249	97.94%

II. Voted against the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	12	774	0.01%
b)Voted by electronic mode	21	1,54,750	2.05%
Total	33	1,55,524	2.06%

Grand Total of valid votes cast	75,38,773
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III. Invalid Votes

Number of members	No. of votes
24	5,631





Ranganatha Rao Vittal
Company Secretary

RESOLUTION No. V: Approval for change of name of the Company

I. Voted in favour of the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	124	13,758	0.18%
b)Voted by electronic mode	96	75,24,605	99.81%
Total	220	75,38,363	99.99%

II. Voted against the resolution:

	Number of members	No. of votes cast by them	% of total number of valid votes cast
a)Voted by physical ballot	8	354	0.00%
b)Voted by electronic mode	5	152	0.01%
Total	13	506	0.01%

Grand Total of valid votes cast	75,38,869
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III. Invalid Votes

Number of members	No. of votes
21	5,535

6. Register of postal ballot and all other relevant records of voting process given / provided / maintained in electronic mode and the physical postal ballots will remain in my custody until the report is approved and taken note of by the Chairman and the same shall be handed over thereafter to the Company Secretary for safe custody.
7. The Chairman of the Company may on the basis of the above results declare that the Special Resolutions are duly passed by the members with requisite majority.





Ranganatha Rao Vittal
Company Secretary

8. The Promoters, Promoters' Group and Persons Acting in Concert have not voted through the postal ballot / e-voting for the resolution set out in Item No. 1 of the Notice.
9. According to my observations, the process of Postal Ballot has been conducted in a fair and transparent manner.

Place: Bengaluru
Date: December 23, 2016

MRS
Ranganatha Rao Vittal
Practicing Company Secretary
CP No. 16980
ACS No. 1707



Radha Vittal
RADHA VITTAL
W/O. R. VITTAL
XI - M - 132, 9th CROSS,
9th 'A' MAIN
JEEVAN BIMA NAGAR
BANGALORE 560075

Aparna Wagh
APARNA WAGH
W/O. DEVENDRA WAGH
A-34, I, BUILDERS APIS,
240, OLD AIRPORT ROAD,
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- 560017