

**NOTICE CONVENING EXTRAORDINARY GENERAL MEETING AT SHORT NOTICE**

To  
All Shareholders.  
Statutory Auditor; and  
Board of Directors.

Shorter notice is hereby given that the Extra-Ordinary General Meeting of shareholders of **Saankhya Labs Private Limited** (“the **Company**”) will be held at the registered office of the Company situated at 3<sup>rd</sup> Level, Mezaninne Floor, No.3, Infantry Road, Vasanth Nagar, Embassy Icon Building, Bengaluru – 560001 on **FRIDAY 22<sup>nd</sup> APRIL 2022, at 12:00 P.M.** to transact the following special business:

**ITEM NO: 1****APPROVAL FOR INCREASE IN AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT AMENDMENTS IN MEMORANDUM OF ASSOCIATION:**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to sections 61 and 64 and such other applicable provisions, if any of the Companies Act, 2013 (“**Act**”) or any statutory modification(s) thereof and rules framed thereunder, the articles of association of the Company, the consent of shareholders hereby accorded to approve the increase of authorized share capital of the Company from INR 43,85,70,000/- (rupees forty-three crore eighty-five lakhs seventy thousand only) divided into 70,00,000 (seventy lakhs) Equity Shares of INR 10/- (rupees ten only) each; and 36,85,700 (thirty-six lakhs eight five thousand seven hundred) Series C Compulsory Convertible Preference Shares of INR 100/- (rupees hundred only) each to INR 47,58,50,000/- (rupees forty seven crores fifty eight lakhs fifty thousand only) divided into 1,07,28,000 (one-crore seven lakh twenty-eight thousand) Equity Shares of INR 10/- (rupees ten only) each; and 36,85,700 (thirty-six lakhs eighty-five thousand seven hundred) Series C Compulsory Convertible Preference Shares of INR 100/- (rupees hundred only) each by creating an additional 37,28,000 (thirty-seven lakhs twenty-eight thousand) Equity Shares of face value INR 10/- (rupees ten only) each.

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 13, 61 and 64 of the Act and other applicable provisions, if any, of the Act or any statutory modification(s) thereof and rules framed thereunder, the consent of the shareholders be and is hereby accorded to alter the existing Clause V of the memorandum of association of the Company and be replaced with the following new Clause V:

V. The authorised share Capital of the Company is INR 47,58,50,000/- (rupees forty-seven crores fifty-eight lakhs fifty thousand only) divided into.

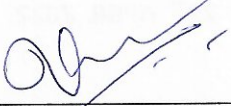
- i. 1,07,28,000 (one-crore seven lakhs twenty-eight thousand) Equity Shares of INR 10/- (rupees ten only) each; and
- ii. 36,85,700 (thirty-six lakhs eighty-five thousand seven hundred) Series C Compulsory Convertible Preference Shares of INR 100/- (rupees hundred only) each.

**RESOLVED FURTHER THAT** each director of the Company be and is hereby severally authorized to sign and file all the necessary forms and other necessary documents as may be required by the statutory authorities including the relevant forms to the Registrar of Companies and to do such acts and deeds that may be required for the above

purpose, alteration of the capital clause in the memorandum of association of the Company in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same.

**RESOLVED FURTHER THAT** the copies of the foregoing resolutions, certified to be true by any directors, may be furnished to any person(s) as may be required.”

By the Order of the Board  
For Saankhya Labs Private Limited



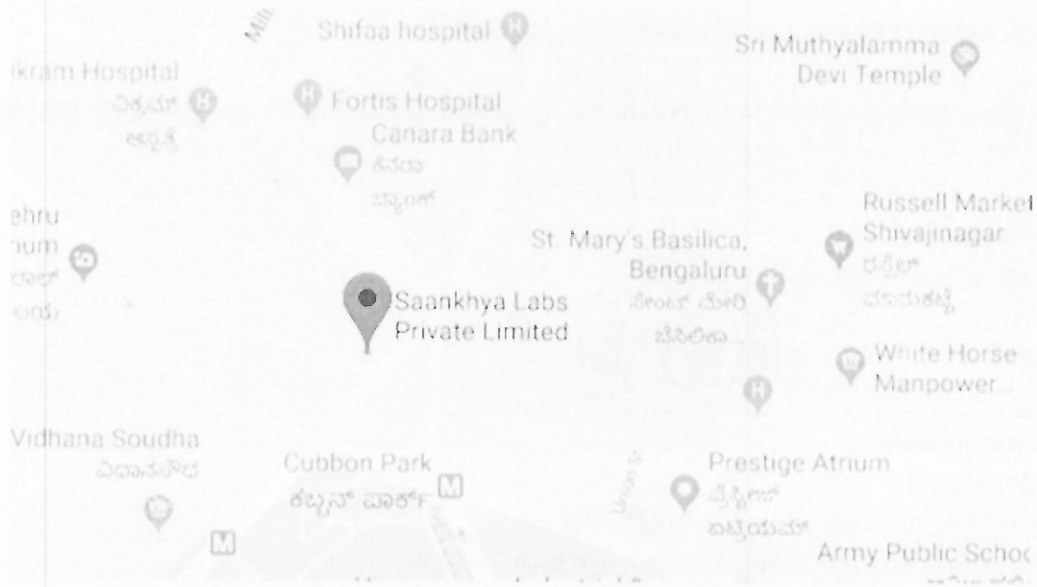
**Vishwakumara Kayargadde**  
Director [DIN: 00751260]

Address: No. 442, 11<sup>th</sup> Cross, Bhuvanewari Nagar, Hebbal,  
Dasarahalli, H A Farm, Bengaluru -560024, Karnataka, INDIA

Date : April 19, 2022  
Place : Bengaluru

**NOTES:**

1. Explanatory statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto as **Annexure 1**.
2. Entry to the place of meeting will be regulated by an **Attendance Slip** which is annexed hereto as **Annexure 2** to the Notice. Members/Proxies attending the meeting are kindly requested to complete the enclosed Attendance Slip and affix their signature at the place provided thereon and hand it over at the entrance.
3. A member entitled to attend and vote at the meeting is entitled to appoint a proxy, who need not be a member of the Company, to attend and vote instead of himself. Proxies in order to be effective must be lodged with the Company at least 48 hours before the meeting. The **Proxy Form** is annexed hereto as **Annexure 3**.
4. In case of corporate shareholders proposing to participate at the meeting through their representative, necessary authorization under section 113 of the Act for such representation may please be forwarded to the Company.
5. The documents related to matters set out in the notice shall be open for inspection at the registered office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days up to and including the date of Extra-Ordinary General meeting of the Company.
6. Route map and landmark details for the venue of general meeting are as below:



**ANNEXURE – 1****EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO: 1**

A proposal has been placed before the Company to convert the existing Series C Compulsory Convertible Preference Shares ("**Series C CCPS**") into Equity Shares of the Company, Therefore, it is deemed appropriate to increase Equity Shares authorized share capital of the Company to accommodate conversion of Series C CCPS and for that purpose, the memorandum of association of the Company is proposed to be suitably altered as set out in the notice.

Pursuant to section 61 read with section 13 of the Companies Act, 2013, the proposal of increase in authorized share capital of the company and consequent amendments in the memorandum of association require the shareholder's approval by way of an ordinary resolution.

The additional information as per section 102(1) (a) and (b) is as follows:

- a. The nature of concern or interest, financial or otherwise, if any:
- a. Every director and the manager, if any : *None*
  - b. Every other key managerial personnel : *None*
  - c. Relatives of the persons mentioned in sub-clauses (i) and (ii) above : *None*
- b. Any other information and facts that may enable members to understand the meaning, scope and implication of the items of business to take decision thereon. – *As above.*

Your directors have accordingly recommended the aforesaid resolution as an **Ordinary Resolution** for your approval.

**By the Order of the Board**  
**For Saankhya Labs Private Limited**



**Vishwakumara Kayargadde**

**Director [DIN: 00751260]**

Address: No. 442, 11<sup>th</sup> Cross, Bhuvanewari Nagar, Hebbal,  
Dasarahalli, H A Farm, Bengaluru -560024, Karnataka, INDIA



**Date : April 19, 2022**

**Place : Bengaluru**

**ANNEXURE 2****ATTENDANCE SLIP OF GENERAL MEETINGS OF THE COMPANY**

(Please complete this attendance slip and hand it over at the entrance of the venue)

<b>Date of the meeting</b>	
<b>Type of the meeting</b> <i>(i.e., Annual General Meeting or Extra-Ordinary General Meeting)</i>	
<b>Full Name of the Shareholder/ Authorized representative</b>	
<b>As an authorized representative of (if applicable)</b>	
<b>No. of shares held</b>	
<b>Name of Proxy (if any)</b>	
<b>Signature</b>	

**ANNEXURE –3**

**Form No MGT-11**

**FORM OF APPOINTMENT OF PROXY**

(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN :  
 Name of the Company :  
 Registered Office :  
 Name of the Member :  
 Registered Address :  
 E-mail id :  
 Folio No/Client id :  
 DP ID :

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name:  
 Address:  
 E-mail id:  
 Signature:..... or failing him
2. Name:  
 Address:  
 E-mail id:  
 Signature:..... or failing him
3. Name:  
 Address:  
 E-mail id:  
 Signature:..... or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the ..... Annual General Meeting/Extra-ordinary General Meeting of the company, to be held on the .....day of ..... at.....a.m. /p.m. at (place) and at any adjourned thereof in respect of such resolutions as are indicated below:

Resolution No.  
 1.....

Signed this ..... day of .....2022

Affix Revenue Stamp
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\_\_\_\_\_  
 Signature of shareholder

\_\_\_\_\_  
 Signature of Proxy holder(s)

*Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours the commencement of the Meeting.*