

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 3rd Level, Mezaninne Floor, No.3, Infantry Road, Vasanth Nagar, Embassy Icon Building, Bengaluru – 560001 on **June 20 2022, at 11.00:A.M** to transact the following special business:

ITEM NO: 1

APPROVAL FOR AMENDMENT OF ESOP SCHEME, 2008:

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

"RESOLVED THAT pursuant to the provisions of section 62(1)(b) of the Companies Act, 2013 and rule 12 of Companies (Share Capital and Debenture) Rules, 2013 and all other applicable provisions, if any, Memorandum and Articles of Association of the Company as amended, modified or re-enacted from time to time and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the shareholders be and is hereby accorded to the amendment/restatement/alteration of ESOP Scheme, 2008 as per the details set out in the explanatory statement, initialed by the Chairman for the purpose of identification and perusal of the shareholders.

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 Registrar of Companies ("**RoC**"), and to do all such acts and deeds that may be required for the purpose of giving effect to the above resolutions.

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."

ITEM NO: 2

APPROVAL FOR AMENDMENT OF ESOP SCHEME, 2012:

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

Saankhya Labs Private Limited

“RESOLVED THAT pursuant to the provisions of section 62(1)(b) of the Companies Act, 2013 and rule 12 of Companies (Share Capital and Debenture) Rules, 2013 and all other applicable provisions, if any, Memorandum and Articles of Association of the Company as amended, modified or re-enacted from time to time and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the shareholders be and is hereby accorded to the amendment/restatement/alteration of ESOP Scheme, 2012 as per the details set out in the explanatory statement, initialed by the Chairman for the purpose of identification and perusal of the shareholders

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 Registrar of Companies (“**RoC**”), and to do all such acts and deeds that may be required for the purpose of giving effect to the above resolutions.

ITEM NO: 3

APPROVAL OF THE CANCELLATION OF MANAGEMENT STOCK OPTION PLAN (MSOP) SCHEMES OF 2012 AND 2013

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

“RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and all other applicable provisions, if any, as amended, modified or re-enacted from time to time and subject to such other approvals, permissions and sanctions as may be necessary and the consent letters from the MSOP holders, the consent of the shareholders be and is hereby accorded to cancel the Management Stock Option Plan (MSOP) Scheme 2012 (“**MSOP 2012**”) and the Management Stock Option Plan (MSOP) Scheme 2013 (“**MSOP 2013**”) and with effect from the date of this resolution. Consent of the shareholders be and is hereby accorded for the cancellation of all management stock options (“**MSOPs**”) issued till date under and MSOP 2012 and MSOP 2013, whether granted or ungranted, or vested or unvested or promised or committed or assured, and no erstwhile holder of the MSOPs will have any rights, interests or claims against the Company, including in relation to any equity securities of the Company with effect from the date of this resolution, as per the details set out in the explanatory statement, initialed by the Chairman for the purpose of identification and perusal of the shareholders.



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 Registrar of Companies ("RoC"), and to do all such acts and deeds that may be required for the purpose of giving effect to the above resolutions."

By the Order of the Board
For Saankhya Labs Private Limited

Vishwakumara Kayargadde
Director [DIN: 00751260]



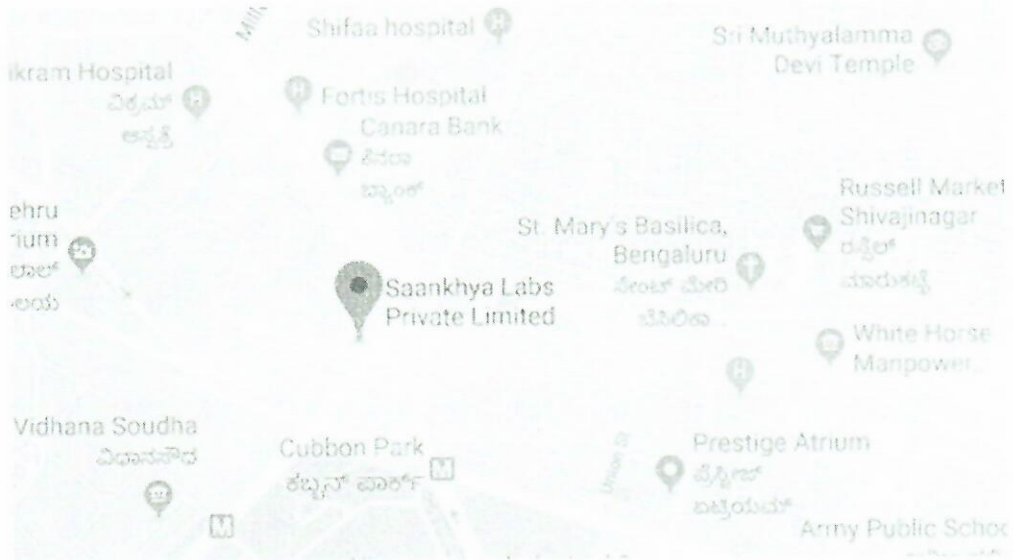
Address: No. 442, 11th Cross, Bhuvanewari Nagar, Hebbal,
Dasarahalli, H A Farm, Bengaluru -560024, Karnataka, INDIA

Date : June 17, 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 & 2

The Board of Directors of the Company at their meeting held on June 16, 2022 has proposed to amend the ESOP plan, 2008 & 2012. The amendment is not prejudicial to the interest of the employees and does not reduce or curtail the rights of the employees under ESOP plan, 2008 & 2012.

Further amendment of ESOP plan requires the members approval by way of special resolutions. Further details as required under the rule 12(5) of the Companies (Share Capital and Debentures) Rules, 2014 as mentioned below.


Sl. No	Scheme amended	Type of Variation	Reason
1.	2008 and 2012	Couple of definitions have been amended and few new terms have been defined.	For better understanding and implementation of ESOP terms including granting, vesting and exercise process.
2.	2008 and 2012	Responsibility for designing, supervising and administrating ESOP policies are provided to Board along with Compensation Committee.	
3.	2008 and 2012	Vesting schedule has been redrafted.	
4.	2008 and 2012	Majority of terms/clauses used in the scheme have been redrafted.	

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 a **Special Resolution** for your approval.

By the Order of the Board
For Saankhya Labs Private Limited



Vishwakumara Kayargadde
Director [DIN: 00751260]

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



Date : June 17 , 2022

Place : Bengaluru



EXPLANATORY STATEMENT AS PER THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 3

The Board of Directors of the Company at their meeting held on June 16, 2022 has proposed to cancel the Management Stock Option Plan (MSOP) Scheme 2012 ("MSOP 2012") and the Management Stock Option Plan (MSOP) Scheme 2013 ("MSOP 2013").

Further cancellation of MSOP 2012 and MSOP 2013 requires the members approval by way of special 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:
- d. Every director and the manager, if any : None
 - e. Every other key managerial personnel : None
 - f. 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 a **Special Resolution** for your approval.

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



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

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

Date : June 17 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)

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

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 theday ofat.....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 of2022

Affix Revenue Stamp

 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.