

**SAANKHYA LABS PRIVATE LIMITED**

CIN: U72200KA2006PTC041339

Regd. Office: 3rd Level, Mezaninne Floor, No.3, Infantry Road, Vasanth Nagar,  
Embassy icon Building Bengaluru Bangalore KA 560001

T: + 91 80 61171000

Website : [www.saankhyalabs.com](http://www.saankhyalabs.com)

September 9, 2022

Dear Member,

You are cordially invited to attend the Extra-Ordinary General Meeting of the Shareholders of Saankhya Labs Private Limited to be held at shorter notice on Monday, September 12, 2022, at 11.30 A.M. (IST) through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

The Notice of the meeting, containing the business to be transacted, is enclosed herewith. As per Section 108 of the Companies Act, 2013 read with the related Rules.

Yours sincerely

Sd/-  
N Ganapathy Subramaniam  
Chairman

Enclosures:

1. Notice of the Extra Ordinary General Meeting (EGM).
2. Attendance slip.





**NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting of the members of **SAANKHYA LABS PRIVATE LIMITED** will be held at short notice on **Monday, 12th September 2022 at 11.30 A.M (IST)** 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 through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM").

**SPECIAL BUSINESS:**

**1. Approval For Adoption of Restated Articles of Association:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time ("**Companies Act**") consent of the members be and is hereby accorded to adopt the restated Articles of Association of the Company, a copy which is placed before the meeting, duly initialed by the chairman of the meeting, be and are hereby approved and adopted as the Articles of Association of the Company in total exclusion and substitution of the existing Articles of Association of the Company."

**"RESOLVED FURTHER THAT** Board of Directors of the Company be and are hereby authorized to take all steps for giving effect to the aforesaid resolution, including filing of the necessary forms with the Registrar of Companies, Karnataka, at Bangalore."

**2. Appointment of Mr. Chandrashekhar Bhaskar Bhawe (DIN: 00059856), as a Non-Executive, Independent Director, (not liable to retire by rotation) of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Chandrashekhar Bhaskar Bhawe (DIN: 00059856), who has submitted a declaration stating that he meets the criteria for independence as provided in the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Non-executive, Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from September 9, 2022 upto September 8, 2027."

**"RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Mr. Chandrashekhar Bhaskar Bhawe shall be entitled to receive the sitting fees/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director of the Company under the Act as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time."

**"RESOLVED FURTHER THAT** the consent of the Members of the Company be and is accorded to the Board of Directors of the Company to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution"

**3. Appointment of Prof. Bhaskar Ramamurthi (DIN: 01914155), as a Non-Executive, Independent Director, (not liable to retire by rotation) of the Company:**



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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150,152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force Prof. Bhaskar Ramamurthi (DIN : 01914155), who has submitted a declaration stating that he meets the criteria for independence as provided in the Act, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act from a member proposing his candidature for the office of Director be and is hereby appointed as an Non-executive, Independent Director of the Company not liable to retire by rotation, to hold office for a term of five consecutive years with effect from September 9, 2022 upto September 8 , 2027.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197 and other applicable provisions of the Act and the Rules made thereunder, Prof. Bhaskar Ramamurthi shall be entitled to receive the sitting fees/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director of the Company under the Act as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.”

**“RESOLVED FURTHER THAT** the consent of the Members of the Company be and is accorded to the Board of Directors of the Company to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors/ Executives of the Company to give effect to the aforesaid resolution”.

**On behalf of the Board  
For SAANKHYA LABS PRIVATE LIMITED**

Date: 09.09.2022  
Place: Bengaluru

Sd/-  
**Anusha H**  
Company Secretary



**NOTE:**

1. In compliance with General Circular No. 21/2021 dated 14th December 2021, read with General Circular No. 20/2020 dated 5th May 2020, General Circular No. 02/2021 dated 13th January 2021 and General Circular No. 19/2021 dated 8th December, 2021, ("MCA Circulars"), the Extra Ordinary General Meeting ("EGM" or "Meeting") of the Company is being conducted through Video Conferencing/Other Audio Visual Means ("VC/OAVM") without physical presence of the Members at a common venue. In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April 2020 issued by ICSI, the proceedings of the EGM shall deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the EGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") setting out material facts concerning the business under Item 1, 2 and 3 of the Notice is annexed hereto. Further, additional information with respect to Item 2 and 3, pursuant to the Secretarial Standards - 2 on General Meetings.
3. This meeting is conducted at shorter notice with consent of all shareholders.
4. To support the 'Green Initiative', Shareholders who have not registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
5. Shareholders are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone number, mobile number, permanent account number (PAN), mandates, nominations, power of attorney, Company details to their DPs in case the shares are held by them in electronic form and to RTA in case shares are held in physical form.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the EGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of EGM, i.e., September 9, 2022.
7. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the EGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ARE AS FOLLOWS**

**Item No. 01- Approval for adoption of restated Articles of Association:**

In order to consecutively number the Articles in Part A of the Articles of Association of the Company and to add the clauses relating to payment of sitting fees to Directors and Remuneration to Managing and Whole-Time Directors, the Board of Directors have proposed to alter the existing Articles of Association of the Company by adopting the restated Articles of Association.

Accordingly, the approval of the Shareholders is sought by way of Special Resolution to item No. 01 of this Notice.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution except to the extent of their shareholding. The relevant documents are available for inspection by the members during working hours in registered office of the company.

**Item No. 02- Appointment of Mr. Chandrashekhar Bhaskar Bhawe (DIN: 00059856), as a Non-Executive, Independent Director, (not liable to retire by rotation) of the Company:**

The Board of Directors at its meeting held on September 9, 2022, appointed Mr. Chandrashekhar Bhaskar Bhawe (DIN: 00059856) as Non-executive, Independent (Additional) Director of the Company, not liable to retire by rotation, for a term of five years i.e., from September 9, 2022, to September 8, 2027. A brief profile of Mr. Chandrashekhar Bhaskar Bhawe has been provided in the Annexure to this Notice.

**Rationale for Board in appointing Mr. Chandrashekhar Bhaskar Bhawe (DIN: 00059856) as a Non-executive, Independent Director of the Company.**

- The Board of Directors of the Company is of the view that, considering the skills, experience and expertise, it is desirable to appoint Mr. Chandrashekhar Bhawe as Independent Director of the Company which would immensely benefit the Company.
- Mr. Chandrashekhar Bhaskar Bhawe served as Chairman of Securities Exchange Board of India (SEBI) India's capital market regulator from 2008 to 2011.
- Mr. Chandrashekhar Bhaskar Bhawe served as Chairman and Managing Director of National Securities Depository Limited (NSDL) from its inception in 1996 till 2008.

Mr. Chandrashekhar Bhaskar Bhawe has given his consent to act as a Director of the Company and a declaration to the effect that he is not disqualified from being appointed as a Director of the Company in terms of Section 164 of the Companies Act, 2013.

**Brief Terms and Conditions of the appointment:**

- i. In accordance with the provisions of the Companies Act, 2013 and other applicable laws, Mr. Chandrashekhar Bhaskar Bhawe, will serve as a Non-executive, Independent Director of the Company, not liable to retire by rotation for a period of five years from September 9, 2022, to September 8, 2027.
- ii. The re-appointment for another term shall be based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board of Directors and Members of the Company by way of Special resolution.
- iii. He will be entitled to receive the sitting fee/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director under the Act, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.



## Disclosure of Interest

Except for Mr. Chandrashekhar Bhaskar Bhawe, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## Recommendation for the appointment Mr. Chandrashekhar Bhaskar Bhawe (DIN: 00059856) as a Non-executive, Independent Director of the Company.

In the opinion and based on the evaluation of the Board, Mr. Chandrashekhar Bhaskar Bhawe fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 for the appointment as a Non-executive, Independent Director of the company and the Board recommends the resolution as set forth in the Item No. 2 of the Notice for the approval of the members by way of Ordinary Resolution.

## Item No. 03- Appointment of Prof. Bhaskar Ramamurthi (DIN: 01914155), as a Non-Executive, Independent Director, (not liable to retire by rotation) of the Company.

The Board of Directors at its meeting held on September 9, 2022, appointed Prof. Bhaskar Ramamurthi (DIN: 01914155) as Non-executive, Independent (Additional) Director of the Company, not liable to retire by rotation, for a term of five years i.e., from September 9, 2022, to September 8, 2027. A brief profile of Prof. Bhaskar Ramamurthi, has been provided in the Annexure to this Notice.

## Rationale for Board in appointing Prof. Bhaskar Ramamurthi (DIN: 01914155) as a Non-executive, Independent Director of the Company.

- The Board of Directors of the Company is of the view that considering the skills, experience and expertise, it is desirable to appoint Prof Bhaskar Ramamurthi as Independent of the Company which would immensely benefit to the Company.
- Prof. Bhaskar Ramamurthi is an Indian academic who served as the Director of Indian Institute of Technology Madras from 2011 to 2022.
- Prof. Bhaskar Ramamurthi obtained his B.Tech in Electrical and Electronics Engineering from IIT Madras in 1980 and his M.S. and Ph.D. degrees in electrical engineering from the University of California, Santa Barbara, in 1982 and 1985 respectively. He was awarded the University of California Regents Fellowship during his doctoral studies. He served as the Dean of Planning at IIT Madras before taking over the role of Director in September 2011.
- He is one of the founding members of the Telecommunications and Computer Networking Group (TeNeT) group at IIT Madras. He is the principal architect of corDECT wireless local loop system and Broadband corDECT Wireless DSL System, widely deployed in India and 15 countries. He is a Fellow of the Indian National Academy of Engineering since 2000. He was elected as a Fellow of IEEE, effective from January 2015.

Prof. Bhaskar Ramamurthi has given his consent to act as a Director of the Company and a declaration to the effect that he is not disqualified from being appointed as a director of the Company in terms of Section 164 of the Companies Act, 2013.

## Brief Terms and Conditions of the appointment.

- i. In accordance with the provisions of the Companies Act, 2013 and other applicable laws, Prof. Bhaskar Ramamurthi, will serve as a Non-executive, Independent Director of the Company, not liable to retire by rotation for a period of five years from September 9, 2022, to September 8, 2027.

- ii. The re-appointment for another term shall be based on recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board of Directors and Members of the Company by way of Special resolution.
- iii. He will be entitled to receive the sitting fee/commission and out of pocket expenses as permitted to be received in the capacity of Non-Executive, Independent Director under the Act, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**Disclosure of Interest.**

Except for Prof. Bhaskar Ramamurthi, no other Directors, Key Managerial Personnel, or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

**Recommendation for the appointment Prof. Bhaskar Ramamurthi (DIN: 01914155) as a Non-executive, Independent Director of the Company.**

In the opinion and based on the evaluation of the Board, Prof. Bhaskar Ramamurthi fulfils the conditions specified in the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 for the appointment as a Non-executive, Independent Director of the company and the Board recommends the resolution as set forth in the Item No. 3 of the Notice for the approval of the members by way of Ordinary Resolution.

On behalf of the Board  
For SAANKHYA LABS PRIVATE LIMITED

Date: 09.09.2022  
Place: Bengaluru

Sd/-  
**Anusha H**  
Company Secretary



**Additional information on directors recommended for appointment / reappointment as applicable under Secretarial Standards.**

**Mr. Chandrashekhar Bhaskar Bhave.  
Non-executive, Independent Director**

Mr. Chandrashekhar Bhaskar Bhave served as Chairman of Securities Exchange Board of India (SEBI), India's capital market regulator from 2008 to 2011. Prior to this he was the chairman and Managing Director of National Securities Depository Limited (NSDL) from its inception in 1996 till 2008. He is 1975 batch Indian Administrative Services (IAS) officer and has worked with the Central and State Governments in various capacities and roles. He has won several awards from the Government of Maharashtra for his outstanding work.

Director Identification Number (DIN)	00059856
Date of Birth	August 28, 1950
Nationality Indian	Indian
Date of appointment on the Board (Original)	September 9, 2022
Shares held	Nil
Qualifications	<ul style="list-style-type: none"> <li>• B.E (Electrical- Jabalpur University)</li> <li>• IAS (Retired)</li> </ul>
Directorship held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>• Avenue Supermarts Limited</li> <li>• Mahindra And Mahindra Financial Services Limited.</li> <li>• Vistaar Financial Services Private Limited.</li> <li>• Indian Institute for Human Settlements.</li> <li>• Tejas Networks Limited.</li> <li>• Niva Bupa Health Insurance Company Limited.</li> </ul>
Memberships/ Chairmanships of other committees of other public Companies	<p>Indian Institute for Human Settlements-</p> <ul style="list-style-type: none"> <li>• Executive Committee.</li> </ul> <p>Mahindra And Mahindra Financial Services Limited.</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Risk Management Committee</li> <li>• IT Strategy Committee</li> <li>• Nomination and Remuneration Committee.</li> </ul> <p>Vistaar Financial Services Private Limited</p> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee</li> <li>• Nomination and Remuneration Committee.</li> </ul> <p>Avenue Supermarts Limited.</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Corporate Social Responsibility Committee</li> <li>• Nomination and Remuneration Committee</li> </ul>

*Handwritten signature/initials*





	<p>Tejas Networks Limited:</p> <ul style="list-style-type: none"> <li>• Audit Committee</li> <li>• Nomination and Remuneration Committee</li> <li>• Risk Management Committee.</li> </ul> <p>Niva Bupa Health Insurance Company Limited.</p> <ul style="list-style-type: none"> <li>• Nomination and Remuneration Committee</li> </ul>
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives.

**Prof. Bhaskar Ramamurthi**  
**Non-executive, Independent Director**

Prof. Bhaskar Ramamurthi is an Indian academic who served as the Director of Indian Institute of Technology Madras from 2011 to 2022. He has obtained his B. Tech in Electrical and Electronics Engineering from IIT Madras in 1980 and his M.S. and Ph.D. degrees in electrical engineering from the University of California, Santa Barbara, in 1982 and 1985 respectively. He was awarded the University of California Regents Fellowship during his doctoral studies. After obtaining his doctorate, he worked at AT&T Bell Labs for two years before joining the faculty of the Department of Electrical Engineering at IIT Madras in 1986, as a director. He served as the Dean of Planning at IIT Madras before taking over the role of Director in September 2011. His research interests are on topics in modulation and coding for mobile communications, wireless communication networks and design and implementation of wireless local loop systems.

He is one of the founding members of the Telecommunications and Computer Networking Group (TeNeT) group at IIT Madras. He is the principal architect of corDECT wireless local loop system and Broadband corDECT Wireless DSL System, widely deployed in India and 15 countries. He is a Fellow of the Indian National Academy of Engineering since 2000. He was elected as a Fellow of IEEE, effective from January 2015.

Director Identification Number (DIN)	01914155
Date of Birth	April 17, 1959
Nationality Indian	Indian
Date of appointment on the Board (Original)	September 9, 2022
Shares held	Nil
Qualifications	M.S. and Ph. D in Electrical Engineering from the University of California at Santa Barbara. B. Tech in Electronics from IIT Madras.
Directorship held in other companies (excluding foreign companies)	<ul style="list-style-type: none"> <li>• IIT Madras Research Park</li> <li>• IITM Pravartak Technologies Foundation</li> <li>• Higher Education Financing Agency.</li> <li>• Tejas Networks Limited</li> </ul>
Memberships/ Chairmanships of other committees of other public Companies	<p>Tejas Networks Limited:</p> <ul style="list-style-type: none"> <li>• Stakeholder Relationship Committee-Chairman.</li> </ul>





	<ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee- Member.</li> <li>• Risk Management Committee- Member.</li> </ul>
Relationship between Directors/ Key Management Personnel and their relatives	Not related to any Directors/ Key Management Personnel and their relatives

 

**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>	

*[Handwritten signature]*



