

Saankhya Labs Private Limited

CIN: U72200KA2006PTC041339

3rd Level, Mezaninne Floor, No.3, Infantry Road, Vasanth Nagar, Embassy icon Building Bengaluru 560001

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NOTICE CONVENING 16TH ANNUAL GENERAL MEETING AT SHORT NOTICE

To,

The Shareholders,

The Auditors,

The Directors.

Notice is hereby given that the 16th Annual General Body Meeting of the members of Saankhya Labs Private Limited will be held on 3rd August 2022 at 12.00 Noon at shorter Notice at the Registered Office of the Company at 3rd Level, Mezaninne Floor, No.3, Infantry Road, Vasanth Nagar, Embassy icon Building Bengaluru 560001 to transact the following business:

1. ADOPTION OF ACCOUNTS

To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary resolution**:

“RESOLVED THAT, the Balance Sheet of the Company as on 31st March 2022, the Profit and Loss Account of the Company for the financial year ended on that date, the Director’s Report and the extract of annual return thereto, and the Auditor’s Report, and the consolidated financial statements of the Company be and are hereby approved and adopted”.

2. APPOINTMENT OF M/S PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP (FIRM REGISTRATION NO.012754N/N500016) AS STATUTORY AUDITORS OF THE COMPANY.

To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary resolution**:

“RESOLVED THAT pursuant to Sections 139, 141, 142 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof) Price Waterhouse Chartered Accountants LLP (FIRM REGISTRATION NO.012754N/N500016) (“Price Waterhouse”) be and are hereby appointed as the Statutory Auditors of the Company, who shall hold office from the conclusion of this 16th AGM till the conclusion of the 21th AGM to be held in the year 2027, at such remuneration as may be determined by the Board of Directors of the Company.”

“RESOLVED FURTHER THAT the consent of the Members of the Company 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 Executives of the Company to give effect to the aforesaid resolution and to settle any question that may arise in this regard and incidental thereto, 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 thereto expressly by the authority of this resolution.”

3. APPROVAL FOR APPOINTMENT OF MR. N GANAPATHY SUBRAMANIAM (DIN: 07006215) AS NOMINEE DIRECTOR:

To consider and if thought fit to pass, with or without modifications, the following resolution as an **Ordinary resolution:**

“**RESOLVED THAT** pursuant to the Articles of Association of the Company, Section 161 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act and rules made there under and Share Purchase Agreement and Shareholders Agreement dated March 30, 2022 executed inter alia amongst Company, Tejas Networks Limited, One Media 3.0, LLC and other shareholders of the Company, the consent of the shareholders be and is hereby accorded to appoint Mr. N Ganapathy Subramaniam (DIN: 07006215) as Nominee Director of Tejas Networks Limited in the capacity of Non-Executive and Non- Independent Director with effect from 18th July 2022.

RESOLVED FURTHER THAT each director of the Company be and are hereby authorized to do all such acts, things and deeds as may be necessary giving the effect to the above resolution including but not restricted to certify the above resolution and file the necessity e-forms with the Registrar of Companies.

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 Order of the Board
For Saankhya Labs Pvt Ltd
SD/-**

Dr. Vishwakumara Kayargadde

Director (DIN: 00751260)

Place: Bengaluru.

Date: 01 August 2022

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 is annexed as **Annexure 4**.

ANNEXURE – 1

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

ITEM NO: 2

APPOINTMENT OF M/S PRICE WATERHOUSE CHARTERED ACCOUNTANTS LLP (FIRM REGISTRATION NO.012754N/N500016) AS STATUTORY AUDITORS OF THE COMPANY:

The tenure of M/s. Singhi & Co., FRN: 302049E, Chartered Accountants, Bangalore, shall complete in the ensuing AGM and the said auditor have expressed their desire not to extend the tenure any further. Hence, the Company in the Board meeting held on 1st July 2022 appointed Price Waterhouse Chartered Accountants LLP (**FIRM REGISTRATION 012754N/N500016**) as the Statutory Auditor(s) of the Company for a period of 5 years commencing from the conclusion of the 16th Annual General Meeting till the conclusion of 21st Annual General Meeting to be held in the year 2027.

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 shareholders to understand the meaning, scope and implication of the items of business to take decision thereon. – None.

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

ITEM NO: 3

APPROVAL FOR APPOINTMENT OF N GANAPATHY SUBRAMANIAM (DIN: 07006215), AS A NOMINEE DIRECTOR OF THE COMPANY:

The Board of directors of the Company at their meeting held on July 18 2022 has proposed to appoint N Ganapathy Subramaniam , as nominee director of the Company in a non-executive and non-independent capacity.

Pursuant to section 152 of the Companies Act, 2013, every director shall be appointed at the general meeting of the Company, hence the proposal has been placed before the shareholders for their approval.

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

- c. 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
- d. Any other information and facts that may enable shareholders 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.

DETAILS OF THE NOMINEE DIRECTORS AS REQUIRED UNDER THE SECRETARIAL STANDARD -2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

1.	Name	N Ganapathy Subramaniam
2.	Director Identification Number (DIN)	07006215
3.	Name (in full)	N Ganapathy Subramaniam
4.	Father's Name (in full)	Srinivasan Natarajan
5.	Address	No.171, Adarsh Vista, Vibhutipura, Basava Nagar, Bengaluru-560037, Karnataka.
6.	Age	63
7.	Terms and conditions of appointment	In accordance with the Share Subscription Agreement dated March 30, 2022, entered with Tejas Networks Limited, One Media 3.0, LLC and other shareholders of the Company and in accordance with the letter issued by Tejas Networks Limited dated July 11, 2022 stating that they are nominating Mr. N Ganapathy Subramaniam as their Nominee Director on

		the Board of Saankhya Labs Pvt (the “Company”) in the capacity of Non-executive and Non-independent Director. Based on the above, the Board of Directors of the Company at its meeting held on July 18, 2022, have considered and approved the appointment of Mr. N Ganapathy Subramaniam (DIN: 07006215) as Nominee Director of Tejas Networks Limited with effect from July 18, 2022, subject to the approval of the Members of the Company.
8.	Terms of remuneration and last drawn remuneration	NA
9.	Date of first appointment on the Board	18-July-2022
10	Shareholding in the company	-
11	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any Directors/ Key Managerial Personnel and their relatives
12	The number of Meetings of the Board attended during the year	-
13	Other Directorships	Tata Consultancy Services Limited. Tata Elxsi Limited. Tata Communications Limited. Tejas Networks Limited. TCS Foundation.
14	Membership/ Chairmanship of Committees of other Boards	Tata Elxsi Limited- Nomination and Remuneration Committee- Member. Executive- Chairman. Risk Management- Member. Tata Consultancy Services Limited. - Corporate Social Responsibility Committee- Member. Risk Management- Member.

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.....

Affix
Revenue
Stamp

Signed this day of2022

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 before the commencement of the Meeting.

ANNEXURE - 4

ROUTE MAP FROM MAJESTIC TO SAANKHYA LABS PVT LTD

