

NOTICE

Notice is hereby given that the 17th Annual General Meeting of the members of **SAANKHYA LABS PRIVATE LIMITED** will be held on **Friday, July 28, 2023, at 11 AM (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”).

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENT:

To receive, consider and adopt the Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors’ and Auditors’ thereon by passing with or without modifications, the following as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited Balance Sheet as on March 31, 2023, the Statement of Profit and Loss and the Cash Flow Statement for the year ended on March 31, 2023, the report of auditors’ (Standalone and Consolidated), report of directors’ thereon be and are hereby approved and adopted.”

2. APPOINTMENT OF MR. VISHWAKUMARA KAYARGADDE (DIN: 00751260) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION.

To re-appoint Mr. Vishwakumara Kayargadde, who retires by rotation and being eligible, offers himself for re-appointment and to pass the following resolution, with or without modification(s), as an **Ordinary resolution**:

“**RESOLVED THAT** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 read with the relevant rules made thereunder, Mr. Vishwakumara Kayargadde (DIN: 00751260) who retires by rotation and being eligible offered himself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Saankhya Labs Pvt. Ltd

CIN: U72200KA2006PTC041339; email: info@saankhyalabs.com

Registered Office: EMBASSY ICON, Level 3, No.3, Infantry Road, Vasantha Nagar,

Bengaluru – 560 001, Karnataka, INDIA Tel: +91.80.6117 1000; Fax: +91.80.6117 1030. Web: www.saankhyalabs.com;

3. TO APPROVE RELATED PARTY TRANSACTION FOR FY 2023-24.

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any director or officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) to enter into related party transaction, for the Financial Year 2023-24, subject to such transaction being carried at Arm’s Length basis and in Ordinary Course of Business, on such terms and conditions of which were placed before the members, with related party and for such maximum amounts per annum, as mentioned herein below:

Related Party	Nature of relationship	Maximum Amount (Amount in Lakhs INR)	Nature of transactions
Vayavya Labs Private limited	Entity where Directors are interested	1500	Purchase of Services
Tejas Networks Limited	Immediate Holding Company	6000	Re-imbursement expenditure (5000) Purchase/Sale of Goods (500) Purchase/Sale of Services (500)
Sinclair Broadcast Group	Entity with common control	15000	Sale of services
Tata Consultancy Services Ltd	Subsidiaries of Ultimate Holding Company	1500	Sale of Goods (1000) Sale of Services (500)
Tata Communications Limited	Group Entity	2400	Sale of Goods

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RESOLVED FURTHER THAT Mr. Parag Naik, Managing Director and CEO and Mr. Vishwakumara Kayargadde, Executive Director and COO be and are hereby severally authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

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

Date: April 18, 2023
Place: Bengaluru

**Sd/-
Mr. Vishwakumara Kayargadde
Director
DIN: 00751260**

NOTE:

A. GENERAL DETAILS/ INSTRUCTIONS

1. In compliance with General Circular No. 10/2022 dated 28th December 2022 read with General Circular No. 21/2021 dated 14th December 2021, 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 Annual General Meeting (“AGM” 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 AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out material facts concerning the business under Item 3 of the Notice is annexed hereto.
3. 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.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney/ Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting.
5. 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 AGM. 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 AGM, i.e., July 28, 2023.
6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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7. Since the AGM will be held through VC in accordance with the Circulars, the route map, proxy form and attendance slip are not attached to this Notice.

B. INSTRUCTIONS FOR MEMBERS FOR JOINING THE MEETING

1. Invitation link to join the meeting shall be shared by the concerned person of the Company in due course.
2. The shareholders are requested to use either Computer/ Laptop/ Mobile phones to join the meeting and follow the steps as prompted after clicking the link shared.
3. Members are requested to have the facility of webcam in case of using a laptop/ Computer to join the meeting.
4. In case of members using Mobile phones to join the meeting, it is requested to grant permission to the Camera and microphone of the Mobile phone while setting up the Mobile App or accessing the Meeting through the browser of the Mobile phone.

C. OTHER INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM:

1. Facility of joining the AGM through VC / OAVM will open 15 minutes before the time scheduled for the AGM and will not be closed till expiry of 15 minutes after the scheduled time of meeting.
2. Voting will be conducted by means of show of hands unless a poll is demanded.
3. In case of poll, the members shall convey their vote (assent/dissent) to vishwa@saankhyalabs.com , during the meeting when poll is taken on any resolution, ONLY through their registered E-mail address. Votes casted by any other unregistered Email ID shall be considered as Invalid. Once you confirm your vote on the resolution, you will not be allowed to modify your vote. In case of multiple votes on the same resolution, the first one shall be counted for the purpose of counting votes.
4. Please note that no person other than the Member/ Authorised Representative appointed shall have access to place from where the Member is participating during the meeting.

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5. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered email ID mentioning their names, DP ID and Client ID/folio number, as may be applicable, at vishwa@saankhyalabs.com at least a day prior to the AGM date, by 5:00 p.m. (IST) or can directly speak in the designated time slot when all the members are permitted to do so during the meeting. However, the Company reserves the right to restrict the number of speakers and the time allowed for each speaker depending on the availability of time.

6. In case of any queries relating to joining the AGM through VC or OAVM, the shareholders can mail their queries on vishwa@saankhyalabs.com

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

Item no. 03. TO APPROVE RELATED PARTY TRANSACTION FOR FY 2023-24.

Pursuant to provisions Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Audit Committee and Board and prior approval of the members by resolution for certain Related Party Transactions which exceed such sum as is specified in the said rules. Hence, on recommendation of the Audit Committee and Board of Directors in its meeting held on April 18, 2023 has provided its approval to the following related party transactions for the Financial Year 2023-24, subject to approval of shareholders.

Related Party	Nature of relationship	Name of the Director or Key Managerial personnel, who is related if any	Maximum Amount (Amount in Lakhs INR)	Nature of transactions
Vayavya Labs Private limited	Entity where Directors are interested	Parag Naik – Managing Director and CEO of the Company is also a Director of Vayavya Labs Private limited	1500	Purchase of Services
Tejas Networks Limited	Immediate Holding Company	Ganapathy Subramaniam – Nominee Director and Chairman, Sanjay Nayak – Nominee Director and Arnob Roy – Nominee Director of the Company are Nominee Director, Managing Director and Whole-Time Director of Tejas Networks Limited respectively.	6000	Re-imbursment expenditure (5000) Purchase/Sale of Goods (500) Purchase/Sale of Services (500)

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Sinclair Broadcast Group	Entity with common control	NA	15000	Sale of services
Tata Consultancy Services Ltd	Subsidiaries of Ultimate Holding Company	Ganapathy Subramaniam Natarajan – Nominee Director and Chairman of the Company is a Whole-Time Director of Tata Consultancy Services Ltd	1500	Sale of Goods (1000) Sale of Services (500)
Tata Communications Limited	Group Entity	Ganapathy Subramaniam Natarajan – Nominee Director and Chairman of the Company is a Director of Tata Communications Limited	2400	Sale of Goods

Disclosure of Interest

The Directors, Key Managerial Personnel of the Company or their relatives are interested to the extent of their Directorship and shareholding, if any.

Hence, it is recommended the resolution no. 3 of this notice as the Ordinary Resolution for the approval of shareholders.