

JIO HAPTİK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560

Notice

Notice is hereby given that an Extraordinary General Meeting of the members of Jio Haptik Technologies Limited will be held at shorter notice (on receipt of consent from members) on **Saturday, April 16, 2022 at 11:00 a.m.** through Video Conferencing (“**VC**”) / Other Audio-Visual Means (“**OAVM**”) to transact the following **special business**:

1. To approve issue of 0.0001% Unsecured Optionally Fully Convertible Debentures on rights basis to the existing equity shareholders of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and subject to the provisions of the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to issue, offer and allot upto 65,000, 0.0001% coupon, Unsecured Optionally Fully Convertible Debentures of face value of Rs. 10,000 each, for cash, at par, aggregating to Rs. 65,00,00,000 (Rupees sixty five crore only), in one or more tranche(s) or series, from time to time, to the holders of equity shares of the Company on rights basis, on the terms and conditions as set out in the explanatory statement of the Notice for convening this meeting;

RESOLVED FURTHER THAT the Board is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

2. To approve re-appointment of Mr. Aakrit Ajay Kumar Vaish as whole time director of the Company and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

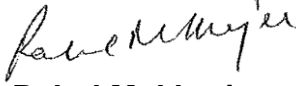
“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to re-appoint Mr. Aakrit Ajay Kumar Vaish (DIN: 05113028), as a Whole-time Director of the Company for a period of three (3) years with effect from April 26, 2022 up to April 25, 2025 on the terms and conditions and payment of such remuneration to Mr. Aakrit Ajay Kumar Vaish as a Whole-time Director, for a period of three (3) years with effect from April 26, 2022, as set out in the statement annexed to the Notice convening this meeting with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the said terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

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RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors



Rahul Mukherjee
Company Secretary



Date : April 16, 2022

Place : Navi Mumbai

Office -101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta, Ambawadi,
Ahmedabad, Gujarat-380006, India
CIN: U72900GJ2013PLC107560
Website : www.haptik.ai
Tel: 079-35031200

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NOTES:

1. In view of the present Covid -19 pandemic, the Ministry of Corporate Affairs (“MCA”), has vide its circulars dated April 08, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 08, 2021 (collectively referred to as “MCA Circulars”), permitted the holding of Extraordinary General Meeting through VC or OAVM, without the physical presence of the members at a common venue. In compliance with the Companies Act, 2013 and MCA Circulars, the Meeting of the Company is being convened and conducted through VC and notice to all the members is being sent only through electronic mode by e-mail at the e-mail address registered with the Company. Detailed instructions to attend, participate and vote at the Meeting through VC is attached as **Annexure 1**.
2. Pursuant to the provisions of the Companies Act, 2013, in ordinary times, a member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf at the Meeting and a proxy need not be a member of the Company. However, since this Meeting is being held through VC pursuant to the MCA Circulars, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the Meeting and proxies are not permitted to attend and/or vote at this Meeting. Hence, the Proxy Form is not annexed hereto.
3. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company vide an email at rahul1.mukherjee@ril.com, a certified true copy of the relevant Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting before the commencement of the Meeting.
4. Members / Representatives attending the Meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013 and accordingly there is no requirement of attendance slip for the Meeting and hence not annexed hereto.
5. Since the Meeting will be held through VC, the route map of the venue of the Meeting is not required to be annexed hereto.
6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the special business to be transacted at the Meeting is enclosed herewith.
7. Members seeking inspection/any information with regard to the documents referred to in the Notice or any matter to be placed at the Meeting, are requested to write to the Company before the commencement of the Meeting through email at rahul1.mukherjee@ril.com. The same will be replied by the Company suitably. Additionally, copies of the relevant documents will be made available for inspection during the Meeting.
8. The Meeting will be convened at short notice after obtaining consent of members as per the provisions of the Companies Act, 2013, read with the articles of association of the Company in respect of which a format of the written consent is attached as **Annexure 3**. The members may either give written consent in the

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format as attached or by way of an email confirmation at rahul1.mukherjee@ril.com.

9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. In the event a member has not yet registered his/her email address, the same may be done now by emailing the Company at the designated email address of the Company at rahul1.mukherjee@ril.com.

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 1

The Board of Directors of the Company at its meeting held on April 11, 2022 has, subject to the approval of the members of the Company, approved the issue, offer and allotment up to 65,000, 0.0001% coupon, Unsecured Optionally Fully Convertible Debentures of face value of Rs. 10,000 each (“OFCD”), for cash, at par, aggregating to Rs. 65,00,00,000 (Rupees sixty five crore only), in one or more tranche(s) or series, from time to time, to the holders of equity shares of the Company on Rights Basis.

Section 71 of the Companies Act, 2013, *inter-alia*, requires a Company to obtain the approval of the members, by way of a Special Resolution, in case of issue of debentures with an option to convert such debentures into shares, either wholly or partly. Accordingly, the approval of the members is being sought, by way of a special resolution, to issue, offer and allot, in one or more tranche(s) or series, from time to time, OFCD on Rights Basis. The OFCD would be issued, *inter-alia*, on the following terms:

Face Value	Each OFCD shall have a face value of Rs. 10,000.
Issue Price	Each OFCD shall have an issue price of Rs. 10,000.
Interest	The OFCD shall carry a cumulative interest of 0.0001% per annum. The interest on the OFCD shall accrue and be payable on maturity/redemption.
Option for Conversion	The Company shall have an option for conversion at any time after allotment of the OFCD by giving one month notice to the OFCD holder, into such equal number of Equity Shares/such securities, based on the conversion ratio provided herein below: Number of Equity Shares/such securities issued upon conversion of 1 (one) OFCD = Face Value of 1 OFCD / Fair Market Value (“FMV”) of 1 Equity Share/such securities at the time of conversion.
Tenure / Redemption	The tenure of each OFCD shall be 10 (ten) years from the date of its allotment. The OFCD may be redeemed at any time earlier than 10 years (at any date after expiry of 30 days from the date of allotment of the OFCD) at the option of the Company. The OFCD shall be redeemable at par with the interest.

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Transfer	The OFCD shall be transferrable, subject to the provisions of the Act, the Articles of Association, and any other statutory provisions, rules, directions as may be applicable to the Company, transferor and transferee concerned, as per applicable Law.
Listing/Trading	These OFCD will not be listed / traded in any stock exchange in India.
Renunciation	Equity Shareholders shall be entitled to renounce OFCD offered to them in full or in part, in favour of any other person or persons.
Security	Since the OFCD are unsecured, no security shall be created.
Disposal of un-subscribed portion	The Board shall decide at its absolute discretion.
Ranking of equity shares on conversion	The equity shares arising out of conversion of the OFCD, if any, will rank <i>pari passu</i> in all respects with the then outstanding equity shares of the Company on the date of such conversion.

The Board commends the special resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors or the Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, set out at Item No. 1 of the Notice.

Item No. 2

Pursuant to approval of the Board of Directors, the members of the Company at their Extra-Ordinary General Meeting held on April 26, 2019 had appointed Mr. Aakrit Ajay Kumar Vaish as a Whole-time Director of the Company for a period of 3 (three) years with effect from April 26, 2019 and had approved the payment of remuneration to Mr. Aakrit Ajay Kumar Vaish for a period of three (3) years w.e.f. April 26, 2019, with the power to the Board to alter and vary the terms and conditions of his appointment.

As per the provisions of the Companies Act, 2013 ('the Act'), in case of inadequacy of profits, remuneration can be paid to the managerial personnel, without government approval, based on the 'effective capital' of the company and as per limits specified under schedule V to the Act.

The current term of office of Mr. Aakrit Ajay Kumar Vaish, as a Whole-time Director, is effective up to April 25, 2022.

The Nomination and Remuneration Committee (NRC) of the Board of Directors at their meeting held on April 11, 2022 had considered and recommended re-appointment and payment of remuneration to Mr. Aakrit Ajay Kumar Vaish as a Whole-time Director w.e.f. April 26, 2022 and the Board at its meeting held on April 11, 2022 had also recommended it for approval by members.

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Broad particulars of the terms of appointment of Mr. Aakrit Ajay Kumar Vaish, Whole-time Director and remuneration payable to him are as under:

I. Remuneration

a. Salary, Perquisites and Allowances:

Particulars	(Rs in Crore)
Salary	0.76
Perquisites and allowance	1.20

In addition to the remuneration as stated above, Mr. Aakrit Ajay Kumar Vaish shall also be entitled to perquisites, as per Rules of the Company. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment(s) thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost.

- b. The Company's contribution to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, as per the rules of the Company, shall be in addition to the remuneration under (a) above.
- c. Increment in salary, perquisites and allowances and remuneration by way of incentive/bonus/performance linked incentive, payable to Mr. Aakrit Ajay Kumar Vaish shall be as may be determined by the Board and / or the Nomination and Remuneration Committee of the Board.
- d. It is clarified that employees stock option granted/to be granted to Mr. Aakrit Ajay Kumar Vaish, from time to time, shall not be considered as a part of perquisites under (a) above and that the perquisites value of stock options exercised shall be in addition to the remuneration under (a) above.

e. General:

- I. The Whole-time Director will perform his duties as such with regard to all work of the Company and will manage and attend to such business and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such directions and regulations as may from time to time be given and made by the Board.
- II. The Whole-time Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of Directors.
- III. The Whole-time Director shall adhere to the Company's Policies.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Aakrit Ajay Kumar Vaish under Section 190 of the Act.

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Save as provided in the foregoing paragraph, Mr. Aakrit Ajay Kumar Vaish satisfies all other conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified being appointed as Director in terms of Section 164 of the Act.

Details of Mr. Aakrit Ajay Kumar Vaish are given below, pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

The statement containing additional information as required under Schedule V of the Act is also enclosed to the Notice.

Save and except Mr. Aakrit Ajay Kumar Vaish and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board commends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE V TO THE ACT

I. General Information:

1. Nature of industry:

Advanced Information Technology and Services

2. Date or expected date of commencement of commercial production:

Not applicable, since the Company is not engaged in production and manufacturing activities.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not applicable, since the Company was incorporated on January 18, 2013.

4. Financial performance based on given indicators:

Particulars	2021-22
	Rs. in lakhs
Profit / (Loss) before Tax	(1,158)
Add/(Less): Deferred Tax /Current Tax	1,792
Profit / (Loss) after Tax	634
Add: Other Comprehensive Income	7
Add: Balance in Profit and Loss Statement	(6,238)
Closing Balance	(5,597)

5. Foreign investments or collaborations, if any:

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The share capital of the Company is entirely held by domestic Indian Company and Individuals.

II. Information about the appointee:

1. **Background details:** Mr. Aakrit Ajay Kumar Vaish has 5 years of professional work experience prior to founding Haptik Infotech Private Limited ("HIPL"). He holds a B.S. Industrial Engineering, University of Illinois, Urbana Champaign (2004-08) and is a recipient of Forbes '30 Under 30' and Business World 40 Under 40 awards.

2. Past remuneration

Same as given in point I Remuneration in Item No. 2 of the 'Statement pursuant to Section 102(1) of the Companies Act, 2013' annexed to the Notice as given above.

3. Recognition or awards

1. Forbes 30 Under 30 Achiever - 2015
2. Business World 40 Under 40 Leader - 2017
3. Entrepreneur 35 Under 35 - 2019
4. Frost & Sullivan Conversational AI Company of the Year 2018
5. Harvard India Conference Speaker 2018

4. Job profile and his suitability

As a Whole-time Director, Mr. Aakrit Ajay Kumar Vaish is entrusted to perform such duties and exercise such powers as have been or may from time to time be entrusted or conferred upon him by the Board.

5. Remuneration proposed

As per item no 2 of the 'Statement pursuant to section 102(1) of the Companies Act, 2013' annexed to the Notice.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)

There are no set standards for remuneration in the industry. Having regard to the type of industry, trends in the industry, size of the Company, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed to be paid to Mr. Aakrit Ajay Kumar Vaish as a Whole-time Director is appropriate.

The Company has its own remuneration policy based on its short-term and long-term objectives and role perceived and played by employees at top levels.

Considering his experience and competence, the terms of his remuneration are considered fair and reasonable.

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7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Aakrit Ajay Kumar Vaish does not have any pecuniary relationship with the Company other than the remuneration payable to him as a Whole-time Director of the Company. He is working with the Company purely in a professional capacity. He does not have any relationship with the managerial personnel of the Company.

II. Other information:

1. Reasons of loss or inadequate profits

The Company has been primarily engaged in the product development, and is now on the path to commercialization of its products.

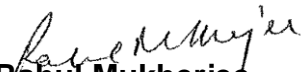
2. Steps taken or proposed to be taken for improvement

The Company has plans for commercial expansion in all markets globally. This will result in more clients and subsequently more revenue/profitability

3. Expected increase in productivity and profits in measurable terms

The Company is expected to be profitable on a gross margin basis by year 2024.

By Order of the Board of Directors


Rahul Mukherjee
Company Secretary



Date : April 16, 2022

Place : Navi Mumbai

Office -101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta, Ambawadi,
Ahmedabad, Gujarat-380006, India
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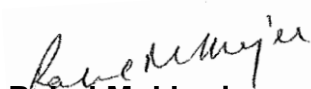
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Details of Whole-time Director seeking re-appointment at the Extra Ordinary General Meeting

Particulars	Mr. Aakrit Ajay Kumar Vaish
Age	35
Qualification	B.S. Industrial Engineering, University of Illinois.
Experience (including experience in specific function areas)	5 years of professional work experience prior to founding Haptik Infotech Private Limited ("HIPL").
Terms and Conditions of Appointment/ Re-appointment	Executive Director
Remuneration last drawn	--
Remuneration Proposed to be paid	As provided in the explanatory statement annexed to the Notice.
Date of first appointment on the Board	26.04.2019
Shareholding in the Company	Nil
Relationship with other Directors/Key Managerial Personnel	--
Number of meetings of the Board attended during the financial year	One
Directorships of other Boards as on date	1. Winmark Enterprises Private Limited
Membership/Chairmanship of Committees of other Boards as on date	--

By Order of the Board of Directors


Rahul Mukherjee
Company Secretary



Date : April 16, 2022

Place : Navi Mumbai

Office -101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta, Ambawadi,
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Annexure 1

Members are requested to note the following in accordance with the MCA circulars:

1. The Meeting through VC would be conducted through “Microsoft Teams” which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

[Click here to join the meeting](#)

Detailed instructions on installing Microsoft Teams is attached as Annexure 2.

2. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
3. E-mail address of the Company Secretary of the Company, Mr. Rahul Mukherjee i.e. rahul1.mukherjee@ril.com is designated for correspondences and all other purposes related to the Meeting.
4. For any assistance (including with technology) before or during the Meeting, members may contact the Company Secretary, Mr. Rahul Mukherjee on +91-8828421905.

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Annexure 2

1. Members would have received an email from the Company Secretary, Mr. Rahul Mukherjee to participate in the Meeting through video-conference on your email address registered with the Company.
2. In case you already have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, click on “Join Microsoft Teams Meeting” option from the email. You will connect to the meeting.
3. In case you do not have Microsoft Teams installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For participating through **Windows / Apple powered Laptops / Computer devices**:

Open the email invitation using **Google Chrome** browser



Simply click on “**Join Microsoft Teams Meeting**” option from the email invitation / your calendar events.



A new Browser window would open. Select “**Join on the web instead**”. Once you reach to the “**Enter Name**” prompt, enter your name and click “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

Option 2

For installing Microsoft Teams on your **iPad / apple devices / iPad / Android devices**:

Click on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



System will prompt you to download Microsoft Teams



Download and Install Microsoft teams. Please do not try to login.



Once installed, click on invitation once again on “**Join Microsoft Teams Meeting**” from the email invitation/calendar events



You will be prompted to Microsoft Teams application



Click on “**Join as a Guest**” option



Type your Name and once again click on “**Join as a Guest**”



You will enter the Meeting. Make sure you start your camera and the microphone may be kept on “Mute” when not speaking.

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Annexure 3

THE COMPANIES ACT, 2013
Consent by Shareholder for shorter notice
[Pursuant to proviso to Section 101(1) of the Companies Act, 2013]

To
The Board of Directors
Jio Haptik Technologies Limited
Office - 101, Saffron, Nr. Centre Point,
Panchwati 5 Rasta, Ambawadi,
Ahmedabad-380006, Gujarat, India.

I/We, [-], having our registered office/residence at [-], holding [-] equity shares of Rs. 10 each representing [-%] in the Company in my/our own name, hereby give consent, pursuant to Section 101 and other applicable provisions, if any, of the Companies Act, 2013, to hold an extraordinary general meeting of the Company at short notice on Saturday, April 16, 2022 through Video-Conference or Other Audio Visual Means.

Signature:

Name:

Dated: