

# JIO HAPTİK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560

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**Transcript of Extraordinary General Meeting of Jio Haptik Technologies Limited held on Saturday, April 16, 2022 at 11:00 A.M. through Video Conferencing.**

Mr. Rahul Mukherjee, Company Secretary:

Good Morning!

Dear Members, Directors, Auditor and others present at the meeting, I, Rahul Mukherjee, Company Secretary of the Company welcome all of you to the meeting.

This meeting is conducted through video conference from the registered office of the Company (the deemed venue of the meeting).

Mr. Sanjay Mashruwala, Mr. Dhirendra Harilal Shah, Mr. Shobhan Madhukant Thakore, Mr. Kiran M Thomas and Mr. Aakrit Ajay Kumar Vaish, Directors are present in the meeting.

Representative of the Statutory Auditor is also present at the meeting.

Request the Directors present to elect the Chairman for the meeting.

Mr. Dhirendra Harilal Shah:

I propose Mr. Sanjay Mashruwala as Chairman of the Meeting.

Mr. Shobhan Madhukant Thakore:

I propose Mr. Sanjay Mashruwala as Chairman of the Meeting.

Mr. Kiran M Thomas:

I propose Mr. Sanjay Mashruwala as Chairman of the Meeting.

Mr. Aakrit Ajay Kumar Vaish:

I propose Mr. Sanjay Mashruwala as Chairman of the Meeting.

Mr. Sanjay Mashruwala, Chairman:

It is 11:00 A.M. and time to start the Extraordinary General Meeting of Jio Haptik Technologies Limited.

I welcome all of you to the Extraordinary General Meeting of the Company.

Considering the present Covid -19 pandemic, the Ministry of Corporate Affairs (MCA), in compliance with various circulars, permitted holding of the Extraordinary General Meeting ("Meeting") through Video Conference ("VC") / Other Audio-Visual Means ("OAVM") without the physical presence of the Members at a common venue. Accordingly, the meeting is being held through video-conference.

The Company has taken all feasible steps to ensure that the Members are provided an opportunity to participate in the Meeting and vote. The Company has provided adequate VC facility to the Members to participate in this meeting and also vote.

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Members / Representatives attending the meeting through VC would be considered for the purpose of quorum under Section 103 of the Companies Act, 2013.

Requisite quorum is present and therefore I call the Meeting to the order.

Authorization has been lodged with the Company for 4,91,24,994 equity shares representing 99.99 percent of the Company's equity share capital.

The Company Secretary has confirmed that the Company has not received any query from the Members on the designated email address mentioned in the Notice calling the meeting.

The documents referred to in the notice convening this meeting are available and will remain accessible to the Members for electronic inspection, if they so desire, till the conclusion of the meeting.

Dear Members,

Notice dated April 16, 2022, convening this Meeting has already been circulated to the Members of the Company electronically, pursuant to the MCA Circulars.

The Company has received consent from its shareholders for convening and holding this meeting at a shorter notice.

With your permission, I shall take the same as read.

I now move the resolution for item number 1 of the Notice:

**ITEM NO. 1:** Issue of 0.0001% Unsecured Optionally Fully Convertible Debentures on rights basis to the existing equity shareholders of the Company, by way of a Special Resolution:

This item has to be transacted to ensure compliance with the provisions of Sections 62 and 71 of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Sir, I, Jyoti Jain, member of the Company propose the resolution.

Sir, I, Rajkumar Mullick, member of the Company second the resolution.

Mr. Sanjay Mashruwala, Chairman:

I request the Members to seek clarification, if any, pertaining to this item of business. (None of the Members of the Company sought any clarification.)

Thereafter, Mr. Sanjay Mashruwala, Chairman read the 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

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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.”

Now I put the Special Resolution to vote.

“Those in favor of the motion please raise your hand.”

“Those against the motion please raise your hand.”

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

I now move the resolution for item number 2 of the Notice:

**ITEM NO. 2:** Re-appointment of Mr. Aakrit Ajay Kumar Vaish as whole time director of the Company, by way of a Special Resolution:

This item has to be transacted to ensure compliance with the provisions of 196, 197 and 203 of the Companies Act, 2013.

May I request a shareholder to propose and another shareholder to second the same.

Sir, I, Sudhakar Saraswatula, member of the Company propose the resolution.

Sir, I, Jyoti Jain, member of the Company second the resolution.

Mr. Sanjay Mashruwala, Chairman:

I request the Members to seek clarification, if any, pertaining to this item of business. (None of the Members of the Company sought any clarification.)

Thereafter, Mr. Sanjay Mashruwala, Chairman read the 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

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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;

**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.”

Now I put the Special Resolution to vote.

“Those in favor of the motion please raise your hand.”

“Those against the motion please raise your hand.”

Since the resolution was approved unanimously, I declare the resolution passed unanimously.

I announce that all the business set out in the Notice of this meeting had been considered and the meeting stands closed.

Thank you.

I, Jyoti Jain, propose a vote of thanks to the Chairman. Thank you.

Mr. Sanjay Mashruwala, Chairman: Thank you Mr. Jyoti Jain. The Meeting concluded at 11:15 A.M.