

JIO HAPTİK TECHNOLOGİES LIMITED
(FORMERLY RELİANCE JIO DIGITAL SERVICES LIMITED)
CIN: U72900GJ2013PLC107560

NOTICE

NOTICE is hereby given that the Eighth Annual General Meeting of the members of Jio Haptik Technologies Limited will be held on Friday, August 27, 2021 at 12:30 P.M. through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditor thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2021 and the reports of the Board of Directors and Auditor thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Kiran Mathew Thomas, who retires by rotation as a Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Kiran Mathew Thomas (DIN:02242745), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company.”

SPECIAL BUSINESS

3. To consider the appointment of Mr. Shobhan Madhukant Thakore as an Independent Director and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 152 read with Schedule IV and 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(s) thereof, for the time being in force), Mr. Shobhan Madhukant Thakore (DIN: 00031788) who was appointed as an Additional Director designated as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director not liable to retire by rotation and to hold office for a term of 3 (three) consecutive years i.e up to March 11, 2024;

RESOLVED FURTHER THAT the Board of Directors 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;

RESOLVED FURTHER THAT a copy of the above resolution, certified to be true by any Director or the Company Secretary of the Company be forwarded to the persons / authorities concerned for necessary action.”

By Order of the Board of Directors

Rahul Mukherjee
Company Secretary

Date : July 30, 2021
Place : Navi Mumbai

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(FORMERLY RELIANCE JIO DIGITAL SERVICES LIMITED)
CIN: U72900GJ2013PLC107560

Registered Office:

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

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Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020, April 13, 2020, and January 13, 2021 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (the “Act”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate members intending to authorise their representative(s) to attend the Meeting are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorised under the said Board Resolution to attend and vote on their behalf at the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
7. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to rahul1.mukherjee@ril.com.
8. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before Friday, August 20, 2021 through email on rahul1.mukherjee@ril.com. The same will be replied by the Company suitably.
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. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
11. In terms of the provisions of Section 152 of the Act, Mr. Kiran Mathew Thomas, Director, retires by rotation at the Meeting. The Nomination and Remuneration Committee and The Board of Directors of the Company commend his re-appointment.

Mr. Kiran Mathew Thomas is interested in the Ordinary Resolution set out at Item No. 2 of the Notice with regard to his re-appointment. Save and except the above, none of the Directors / Key Managerial Personnels of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 and 2 of the Notice.

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12. Details of Director retiring by rotation / seeking appointment / re-appointment at this Meeting is provided in the "Annexure I" to the Notice.
13. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM is attached as "Annexure II".

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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

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

Item No. 3

The Board of Directors of the Company had appointed pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mr. Shobhan Madhukant Thakore (DIN:00031788) as an Additional Director to hold office as an Independent Director of the Company with effect from March 12, 2021.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Director requires approval of the members.

Mr. Shobhan Madhukant Thakore is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has received a declaration from Mr. Shobhan Madhukant Thakore that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Shobhan Madhukant Thakore fulfils the conditions for his appointment as an Independent Director as specified in the Act. Mr. Shobhan Madhukant Thakore is independent of the management and possess appropriate skills, experience and knowledge.

Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Shobhan Madhukant Thakore be appointed as an Independent Director.

Copy of draft letter of appointment of Mr. Shobhan Madhukant Thakore setting out the terms and conditions of appointment is available electronically for inspection by the Members.

Save and except Mr. Shobhan Madhukant Thakore and his relatives, none of the other Directors / Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

By Order of the Board of Directors

Rahul Mukherjee
Company Secretary

Date : July 30, 2021
Place : Navi Mumbai

Registered Office:

Office -101, Saffron Nr. Centre Point,
Panchwati 5 Rasta, Ambawadi,
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Annexure I to the Notice dated July 30, 2021

Details of Director retiring by rotation / seeking appointment at this Meeting

Mr. Kiran Mathew Thomas	
Age	48
Qualifications	Bachelor's degree in Electronics Engineering from the Cochin University of Science and Technology, India, and MBA from the Graduate School of Business, Stanford University, USA
Experience (including expertise in specific functional area) / Brief Resume	He joined Reliance Group in the year 1997 and was part of the process automation group for Reliance Petroleum, during the startup phase of Reliance's Jamnagar refinery project. He was one of the initial members of the Reliance Infocomm startup team, the Reliance group's venture in telecommunications. He was a member of a core team that developed the initial business blueprint and plan for Reliance Retail. Prior to joining Reliance, he worked with Tata Unisys Limited, a leading IT consulting firm.
Terms and Conditions of Re-appointment	Non-executive director, liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Rs.27,500 as sitting fees for attending meetings of the Board of Directors and Committee thereof
Remuneration proposed to be paid	Sitting fees for attending meetings of the Board and Committees thereof, as may be decided by the Board of Directors
Date of first appointment on the Board	January 18, 2013
Shareholding in the Company as on March 31, 2021	Nil
Relationship with other Directors / Key Managerial Personnel	Not related to any Director/Key Managerial Personnel
Number of meetings of the Board attended during the financial year (2020-21)	5
Directorships of other Boards as on March 31, 2021	<ul style="list-style-type: none"> • Reliance Jio Infocomm Limited • Reliance Payment Solutions Limited • Individual Learning Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2021	<p>Reliance Payment Solutions Limited</p> <ul style="list-style-type: none"> • Allotment Committee – Member • Nomination and Remuneration Committee – Member <p>Reliance Jio Infocomm Limited</p> <ul style="list-style-type: none"> • Risk Management Committee – Member <p>Jio Platforms Limited</p> <ul style="list-style-type: none"> • Risk Management Committee – Member

Mr. Shobhan Madhukant Thakore	
DIN: 0031788	
Age	74
Qualifications	B.A. (Politics) and Bachelor of Law from the Bombay University.

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Experience (including expertise in specific functional area) / Brief Resume	He is a Solicitor of High Court, Bombay and Supreme Court of England and Wales. Mr. Thakore is an advisor to several leading Indian Companies on corporate law matters and securities related legislations. He has also acted on behalf of leading investment banks and issuers for Indian IPO offerings and several international equity and equity linked debt issuances by Indian corporates. He has also advised on the establishment and operations of various India dedicated equity funds and domestic mutual funds. Being a solicitor for over 40 years, he has instructed leading Indian Counsel before various courts and forums including High Courts across India as well as the Supreme Court of India in various matters involving indirect tax, commercial and corporate law. He was a partner of Bhaishanker Kanga & Girdharlal, Advocates & Solicitors for more than 30 Years, until March 31, 2004 when he became a partner of AZB & Partners, until December 31, 2006. From January 01, 2007 he along with Mr. Suresh Talwar (ex-partner of Crowford Bayley & Company) founded Talwar Thakore & Associates and is currently a Senior Consultant at the firm. Mr. Thakore is also a Director in Alkyl Amines Chemicals Limited, Bharat Forge Ltd, Prism Johnson Limited (formerly known as Prism Cements Limited), Sharda Cropchem Limited, Reliance Jio Media Ltd, UniDeritend Limited and Raheja QBE General Insurance Company Limited.
Terms and Conditions of Appointment	Independent Director, not liable to retire by rotation
Remuneration last drawn (including sitting fees, if any)	Nil
Remuneration proposed to be paid	Sitting fees for attending meetings of the Board and Committees thereof, as may be decided by the Board of Directors
Date of first appointment on the Board	March 12, 2021
Shareholding in the Company	Nil
Relationship with other Directors / Key Managerial Personnel	None
Number of meetings of the Board attended during the year (2020-21)	Nil
Directorships of other Boards	<ul style="list-style-type: none"> • Bharat Forge Limited • Prism Johnson Limited • Sharda Cropchem Limited • Alkyl Amines Chemicals Limited • UNI Deritend Limited • Raheja QBE General Insurance Company Limited
Membership / Chairmanship of Committees of other Boards	<p>Alkyl Amines Chemicals Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member) • Nomination & Remuneration Committee (Chairman) • Stakeholder Relationship Committee (Member) <p>Prism Johnson Limited</p> <ul style="list-style-type: none"> • Audit Committee (Member)

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	<p>Bharat Forge Limited</p> <ul style="list-style-type: none">• Audit Committee (Member)• Nomination Remuneration Committee (Member) <p>Raheja QBE General Insurance Company Limited</p> <ul style="list-style-type: none">• Audit Committee (Member)• Nomination Remuneration Committee (Member) <p>Sharda Cropchem Limited</p> <ul style="list-style-type: none">• Stakeholder Relationship Committee (Member) <p>UNI Deritend Limited</p> <ul style="list-style-type: none">• Audit Committee (Member)
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By Order of the Board of Directors

Rahul Mukherjee
Company Secretary

Date : July 30, 2021
Place : Navi Mumbai

Registered Office:
Office -101, Saffron Nr. Centre Point,
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Annexure II

1. Members would have received an email from the Company to participate in the Meeting through video-conference on your email address registered with the Company.
2. The Meeting through video-conference would be conducted through "JioMeet" which enables two-way audio and video conference. Members are requested to join the Meeting using the following link:

<https://jiomeetpro.jio.com/shortener?meetingId=9556797002&pwd=k8jQD>

or enter below Meeting ID to join meeting by entering the Password.

Meeting ID: 955 679 7002

Password: k8jQD

Detailed instructions on installing Jio Meet is attached as **Annexure III**.

3. The link to join the Meeting shall be active from 15 (fifteen) minutes prior to the time of the Meeting.
4. E-mail address of the Company Secretary of the Company, Mr. Rahul Mukherjee rahul.mukherjee@ril.com is designated for correspondences and all other purposes related to the Meeting.
5. For any assistance (including with technology) before or during the Meeting, members may contact the Mr. Rahul Mukherjee on +91-9831043309.

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Annexure III

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 JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, click on meeting link. You will connect to the meeting. Alternatively, you may open JioMeet, click on “Join a Meeting” option on JioMeet. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)
3. In case you do not have JioMeet installed on your Laptop / Computer / iPad / Mobile Phone, please follow the below given procedure.

Option 1

For installing JioMeet App on your **iPad / apple devices / iPad / Android devices**:

Click on meeting link from the email invitation/calendar events



System will prompt you to download JioMeet App from respective Appstore / Playstore



Download and Install JioMeet. You may signup using your Indian Mobile number for OTP based login or Email address & then sign in. Signup is optional. You may also join the meeting without login



Once installed, click on invitation once again on meeting link from the email invitation/calendar events. You will be prompted to start JioMeet App.



State your name & mention meeting code (10-digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



Click on “**Join meeting**” option



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

Option 2

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

Open the <https://jiomeet.jio.com> using **Google Chrome** browser



Simply click on “**Join A Meeting**” option from the website top panel.



A new Browser window would open. Mention meeting code (10 digit numerical number) & meeting password (5 digit alphanumerical – case sensitive)



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