

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 **Wednesday, February 09, 2022 at 8:00 p.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 10,000, 0.0001% coupon, Unsecured Optionally Fully Convertible Debentures of face value of Rs. 10,000 each, for cash, at par, aggregating to Rs. 10,00,00,000 (Rupees ten 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.”

By Order of the Board of Directors



Rahul Mukherjee
Company Secretary

Date : February 08, 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

JIO HAPTİK TECHNOLOGIES LIMITED

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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

JIO HAPTIK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560

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 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.

JIO HAPTİK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560

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 January 14, 2022 has, subject to the approval of the members of the Company, approved the issue, offer and allotment upto 10,000, 0.0001% coupon, Unsecured Optionally Fully Convertible Debentures of face value of Rs. 10,000 each (“OFCD”), for cash, at par, aggregating to Rs. 10,00,00,000 (Rupees ten 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	<p>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:</p> <p>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.</p>
Tenure / Redemption	<p>The tenure of each OFCD shall be 10 (ten) years from the date of its allotment.</p> <p>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.</p> <p>The OFCD shall be redeemable at par with the interest.</p>

JIO HAPTİK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560

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.

By Order of the Board of Directors



Rahul Mukherjee
Company Secretary

Date : February 08, 2022

Place : Navi Mumbai

Office -101, Saffron Nr. Centre Point,
Panchwati 5 Rasta, Ambawadi,
Ahmedabad, Gujarat-380006, India

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JIO HAPTIK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560

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.

JIO HAPTİK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560

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

JIO HAPTIK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560



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.

JIO HAPTIK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560

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 Tuesday, February 08, 2022 through Video-Conference or Other Audio Visual Means.

Signature:

Name:

Dated: