

JIO HAPTİK TECHNOLOGIES LIMITED

CIN: U72900GJ2013PLC107560

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the members of Jio Haptik Technologies Limited will be held on Thursday, September 12, 2024 at 11:30 a.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, 2024 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, 2024 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."

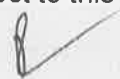
3. To appoint Mr. Aakrit Ajay Kumar Vaish, who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Aakrit Ajay Kumar Vaish (DIN: 05113028), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company."

4. To appoint Auditor and to fix their remuneration 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 139, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Regn. No. 117366WW/W-100018), be and is hereby appointed as Auditor of the Company, for a term of 5 (five) consecutive years, to hold office from the conclusion of this Annual General Meeting until the conclusion of the Sixteenth Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company;

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."



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By Order of the Board of Directors


Rahul Mukherjee
Company Secretary
ICSI Membership No.: A26182

Date : August 21, 2024

Place : Navi Mumbai

Registered Office:

Office - 101, Saffron,
Nr. Centre Point, Panchwati 5 Rasta,
Ambawadi, Ahmedabad- 380006
CIN: U72900GJ2013PLC107560

Website: www.haptik.ai

Tel.: 079-35031200

Email: hello@haptik.ai

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Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular dated September 25, 2023 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 (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 and the applicable provisions of the Companies Act, 2013 (the "Act"), read with Rules made thereunder, 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. 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.
3. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
4. In terms of the provisions of Section 152 of the Act, Mr. Kiran Mathew Thomas and Mr. Aakrit Ajay Kumar Vaish, Directors, retires by rotation at the Meeting. The Board of Directors of the Company commend their re-appointment.

Mr. Kiran Mathew Thomas and Mr. Aakrit Ajay Kumar Vaish are interested in the Ordinary Resolution set out at item Nos. 2 and 3 respectively, of the Notice with regard to their re-appointment/ appointment. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolutions set out at item Nos. 1, 2, and 3 of the Notice.

5. Details of Directors retiring by rotation at this Meeting are provided in "**Annexure I**" to the Notice.
6. In compliance with the MCA Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depository Participants. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website www.haptik.ai.
7. Corporate members (that is, other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorised representative(s), to rahul1.mukherjee@ril.com. Such authorization should contain necessary authority in favour of its authorised representative(s) to attend the AGM.
8. Facility to join the Meeting shall be opened thirty minutes before the scheduled time of the Meeting and shall be kept open throughout the proceedings of the Meeting.



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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.

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.

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.

10. 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 Thursday, September 05, 2024 by sending email on rahul1.mukherjee@ril.com. The same will be replied by the Company suitably.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. Detailed instructions to attend, participate and vote at the Meeting through VC / OAVM are provided in "**Annexure II**".
13. In the event a member has not yet registered his/her email address, the same may be done by sending an email to the Company at the designated email address of the Company rahul1.mukherjee@ril.com.
14. M/s. Pathak H.D & Associates LLP, Chartered Accountants (Firm Registration No. 107783W/W100593) is eligible to hold their office only until the conclusion of the Eleventh Annual General Meeting of the Company. The Board of Directors of the Company at its meeting held on April 15, 2024 have recommended appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/ W-100018) as Auditor of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Sixteenth Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

M/s Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No.117366W/ W-100018) has consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditor in terms of the provisions of Section 139(1), Section 141(2) and Section 141(3) of the Act and the Companies (Audit and Auditors) Rules, 2014.

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members. None of the Directors / Key Managerial Personnel / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 4 of the Notice which relates to appointment of Auditor of the Company.

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Annexure I

Details of Directors retiring by rotation at the Annual General Meeting are as under:

Mr. Kiran Mathew Thomas (DIN: 02242745)	
Age	51 years
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	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 7,500/- as sitting fees for attending meetings of the Board of Directors
Remuneration proposed to be paid	-
Date of first appointment on the Board	18.01.2013
Shareholding in the Company as on March 31, 2024	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 (2023-24)	4
Directorships of other Boards as on March 31, 2024	<ul style="list-style-type: none">• Reliance Jio Infocomm Limited• Indiavidual Learning Limited• Adverb Teachnologies Limited• Jio Satellite Communications Limited• Jio Space Technology Limited• Shopsense Retail Technologies Limited• Reverie Language Technologies Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	<p>Reliance Jio Infocomm Limited</p> <ul style="list-style-type: none">• Risk Management Committee – Member• Stakeholders Relationship Committee- Member <p>Jio Platforms Limited</p> <ul style="list-style-type: none">• Risk Management Committee – Member <p>Indiavidual Learning Limited</p> <ul style="list-style-type: none">• Audit Committee – Member

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Mr. Aakrit Ajay Kumar Vaish (DIN: 05113028)	
Age	37
Qualifications	B.S. Industrial Engineering, University of Illinois.
Experience	5 years of professional work experience prior to founding Haptik Infotech Private Limited ("HIPL").
Terms and Conditions of Re-appointment	Executive Director
Remuneration last drawn (including sitting fees, if any)	20,700,000
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of first appointment on the Board	26.04.2019
Shareholding in the Company as on March 31, 2024	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 (2023-24)	4
Directorships of other Boards as on March 31, 2024	• Winmark Enterprises Private Limited
Membership / Chairmanship of Committees of other Boards as on March 31, 2024	Nil

By Order of the Board of Directors


Rahul Mukherjee
Company Secretary
ICSI Membership No.: A26182

Date : August 21, 2024

Place : Navi Mumbai

Registered Office:

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

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Annexure II

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

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 "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 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 i.e. rahul1.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 Company Secretary Mr. Rahul Mukherjee on +91-079-35031200.



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Annexure III

1. 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.
2. 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 / 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.