

## NOTICE OF THE 23<sup>RD</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 23<sup>rd</sup> (Twenty Third) Annual General Meeting (AGM) of the Members of Karix Mobile Private Limited (CIN: U70100TG1998PTC054527) will be held on Tuesday, September 05, 2023 at 10:00 AM IST at the registered office of the Company at Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500081, Telangana State.

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements.**

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and of the Auditors thereon.

2. To appoint a director, in place of Mr. D Uday Kumar Reddy (DIN: 00003382) who retires by rotation, and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. To appoint Mr. Rahul Khanna (DIN:07997083) as an Independent Director of the Company**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, Mr. Rahul Khanna (DIN:07997083), who was appointed as an Additional Director in the capacity of an Independent Director with effect from October 20, 2022, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 2 (two) years with effect from the date of this annual general meeting and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby severally authorized to sign the requisite forms / documents and to do all such acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Date: August 14, 2023**  
**Place: Hyderabad**

**For and on behalf of the Board of  
Karix Mobile Private Limited**

**Sd/-**  
**Seshanuradha Chava**  
**Company Secretary**  
**ACS: 15519**

Address:  
Karix Mobile Private Limited  
CIN: U70100TG1998PTC054527  
Tanla Technology Centre,  
Hi-Tech City Road, Madhapur,  
Hyderabad – 500 081.  
www.karix.com; info@karix.com

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, should reach the registered office of the Company at least 48 hours before the time of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Meeting.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the special business to be transacted at the Annual General Meeting is annexed hereto.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Annual General Meeting.
5. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.
6. Details of Directors retiring by rotation / seeking re-appointment at this Meeting are provided in the “Annexure” to the Notice.
7. A Route Map along with Prominent Landmark for easy location to reach the venue of Annual General Meeting is annexed with the notice of Annual General Meeting.
8. Members/proxies attending the meeting are requested to bring their duly filled admission/ attendance slips sent along with the notice of annual general meeting at the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

**Item No. 3**

The Board appointed Mr. Rahul Khanna (DIN:07997083), as an Additional Director (Non-Executive & Independent) on the Board of the Company pursuant to the provisions of Sections 161 & 149 of the Companies Act, 2013 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, on October 20, 2022 and holds office up to the conclusion of this Annual General Meeting.

Mr. Rahul Khanna meets the criteria of independence as provided under Section 149 (6) of the Act. A declaration to this effect has also been furnished by Mr. Rahul Khanna. Further, the Company has received declaration from Mr. Rahul Khanna that he is not disqualified from being reappointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and other applicable provisions of the Act and has given his consent for the reappointment. The Company has received a Notice under Section 160 of the Companies Act, 2013, proposing the candidature of Mr. Rahul Khanna as an Independent Director of the Company.

The Nomination and Remuneration Committee has recommended regularisation of Mr. Rahul Khanna and appointment as Independent Director for a term of 2 (Two) years on the Board of the Company with effect from the date of this Annual General Meeting.

The Board, based on the recommendation of the Nomination and Remuneration Committee recommended the appointment of Mr. Rahul Khanna as an Independent Director of the Company and they are of the view that he has the necessary competency, skills, proficiency and integrity.

As per the provisions of Section 149 of the Companies Act, 2013, Mr. Rahul Khanna being an Independent Director is not liable to retire by rotation.

Mr. Rahul Khanna does not hold any shares in the Company and he is not related to any Director or Key Managerial Personnel of the Company.

None of the Directors of the Company or their relatives, except Mr. Rahul Khanna and his relatives, is concerned or interested in the resolution.

The Board recommends the resolution as set out in Item no.3 of the 23<sup>rd</sup> AGM Notice for approval of the Members, as an Ordinary Resolution.

**Date: August 14, 2023**  
**Place: Hyderabad**

**For and on behalf of the Board of**  
**Karix Mobile Private Limited**

**Sd/-**  
**Seshanuradha Chava**  
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**Annexure**

**Details of Directors seeking appointment / reappointment at the 23<sup>rd</sup> Annual General Meeting, pursuant to the provisions of Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.**

<b>Name of the Director</b>	<b>D. Uday Kumar Reddy</b>		
Designation/ Category of Directorship	Director		
Age	56 years		
Date of first appointment on the Board	27-10-2004		
Terms & Conditions of appointment & remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Re-appointment in terms of Section 152(6) of the Companies Act, 2013  Remuneration -Not Applicable		
Qualification, Experience & Expertise	The Founder of Tanla Platforms Limited, he is the Chairman and Chief Executive Officer of the Company. An entrepreneur in spirit, he spearheads the company as the chief architect of growth, making Tanla one of the largest publicly traded Cloud Communications Company. Tanla and group Companies flourishes under his business acumen and has turned into one of the successful cloud communication companies in India, with a global presence. Uday is an active member of the M&A community, actively participating in discussions and talks on M&A opportunities and alliances. He holds MBA degree from the Manchester Business School, UK.		
Directorship in other Companies	<ol style="list-style-type: none"> <li>1. Tanla Platforms Limited</li> <li>2. Tanla Digital Labs Private Limited</li> <li>3. Tanla Digital (India) Private Limited</li> <li>4. Tanla Foundation</li> <li>5. Apama Mansions Private Limited</li> <li>6. Apama Colonizers Private Limited</li> <li>7. G &amp; J Builders Private Limited</li> <li>8. Timberland Properties Private Limited</li> <li>9. Apama Realty Projects Private Limited</li> <li>10. Blue Green Technologies Private Limited</li> <li>11. Mobile Techsol Private Limited</li> <li>12. Veda Matha Technologies Private Limited</li> </ol>		
Committee position held in other companies	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Position held (Chairman/ Member)</b>
	Tanla Platforms Limited	Audit Committee Corporate Social Responsibility Committee	Member Member

	Tanla Digital Labs Pvt. Ltd	Audit Committee	Member
		Corporate Social Responsibility Committee	Member
Name of listed entities from which the person has resigned in the past three years	NIL		
Number of Shares held in the Company including shareholding as a beneficial owner.	10 equity shares as a nominee of Tanla Platforms Limited-Holding Company.		
Disclosure of Inter-se relationship between Directors, Manager and KMP's.	NIL		
Number of Board meetings attended during the year.	4/4		

<b>Name of Director</b>	<b>Mr. Rahul Khanna</b>
DIN	07997083
Age (Years)	48 years
Educational Qualifications	MBA
No of Years of Experience & expertise	Mr. Rahul Khanna has 21 years of experience investing in global Publicly Listed Companies.  He is Chief Investment Officer at Habrok Capital Management LLP, which he joined in 2005 and is responsible for managing the Habrok Fund. Before Habrok, Rahul worked at Fidelity International in Europe, and Aditya Birla Sunlife Asset Management in India. He holds an MBA from London Business School.
Terms & Conditions of appointment & remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Appointment as Director as per terms and conditions as stated in the resolution.  Remuneration -Only sitting fee paid for attending the Board and Committee Meetings of the Company.
Date of first appointment on Board	October 20, 2022
Shareholding in the Company	NIL
Relationship with other Directors, Manager & KMPs	NIL
Directorships in Indian Companies	Tanla Platforms Limited. Karix Mobile Pvt. Ltd. Tanla Digital Labs Pvt. Ltd. Tanla Digital (India) Pvt. Ltd. HCMR India Private Limited Habrok India Advisors Private Limited



Committee Chairmanships / Memberships in Indian Companies	Name of the Company	Name of the Committee	Position held (Chairman/ Member)
	Tanla Platforms Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
		Stakeholders' Relationship Committee	Member
		Corporate Social Responsibility Committee	Chairman
	Karix Mobile Pvt. Ltd.	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Chairman
	Tanla Digital Labs Pvt. Ltd.	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
	the number of Meetings of the Board attended during the year	1 (appointed w.e.f. October 20, 2022)	