

# Actionable Insights. Accurate Decisions.

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# Notice of the 16<sup>th</sup> Annual General Meeting

**NOTICE** is hereby given that the 16<sup>th</sup> Annual General Meeting (“AGM”) of the Members of **Latent View Analytics Limited** (formerly known as Latent View Analytics Private Limited) will be held through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) on **Thursday, July 28, 2022 at 09:00 AM IST** to transact the following businesses:

## Ordinary Business

1. To consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and Auditors thereon, and
- b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Pramadwathi Jandhyala (DIN: 00732854) who retires by rotation and being eligible, offers herself for re-appointment.

## Special Business

3. To approve the payment of commission to the Non-Executive Independent Directors 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, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of members of the Company be and is hereby accorded to pay remuneration by way of commission to the Independent Directors of the Company, of such sum as the Board of Directors may from time to time determine (to be divided amongst the Independent Directors in such proportion as may be determined by the Board of Directors from time to time and equally in default of such determination) provided that such commission in aggregate shall not exceed, one per cent of the net profits of the Company for each Financial Year as computed in the manner laid down in section 198

of the Companies Act, 2013, or any statutory modification(s) or re-enactment thereof and such payments shall be made with respect to the profits of the Company for each financial year, for a period of five years, commencing from April 01, 2021 to March 31, 2026.

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof), Key Managerial Personnel of the Company be and are hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

4. To ratify the Employee Stock Option Plan 2016 of the Company.

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

“**RESOLVED THAT** in furtherance of and supplement to the Special Resolution passed by the Shareholders in the Extra-Ordinary General Meeting of the Company held on August 31, 2021, pursuant to Clause 12 and other applicable provisions, if any, of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“**SEBI SBEB Regulations**”), provisions of Section 62 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company, and subject to such other approvals, consents, permissions and sanctions, as may be applicable, including such conditions and modifications as may be prescribed or imposed while granting such approvals, consents, permissions and sanctions, ‘Employee Stock Option Scheme 2016’ (hereinafter referred to as the “**ESOP Scheme**”) formulated and approved prior to the Initial Public Offering (“**IPO**”) of the Company, be and is hereby, ratified and the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall be deemed to include Compensation Committee already constituted by the Board under Section 178 of

### 3 NOTICE OF THE AGM

the Companies Act, 2013 nomenclatured as the Nomination & Remuneration Committee to exercise its powers, including the powers, conferred by this resolution), to create, offer, issue and grant at any time, to the present or future eligible employees of the Company, existing & future directors (including whole-time directors and non-executive directors but excluding independent directors and promoter directors) of the Company and its subsidiary, whether working in or outside India, as may be decided by the Board under the ESOP Scheme, from time to time, in one or more tranches up to a maximum of 2,52,00,000 options, each option convertible into one fully paid-up equity share of ₹ 1 each of the Company, on payment of the requisite exercise price to the Company, in one or more tranches and on such terms and conditions as may be determined by the Board in accordance with the ESOP Scheme, SEBI SBEB Regulations, applicable accounting policies and such other provisions of law, as may be applicable from time to time

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised to do all such acts as it may in its absolute discretion deem necessary to bring the ESOP Scheme into effect including incur expenses in relation thereto.

**RESOLVED FURTHER THAT** subject to applicable laws and any approvals, consents, permissions and sanctions, as may be required, the options may be granted to the eligible employees.

**RESOLVED FURTHER THAT** the equity shares, issued/allotted upon exercise of options from time to time in accordance with the ESOP Scheme, shall rank pari-passu with the existing equity shares of the Company and the Board be and is hereby authorized to take necessary steps for listing of equity shares allotted under ESOP Scheme on stock exchanges where the securities of the Company are listed.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company on the recommendation of the Board to the employee stock option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the ceiling in terms specified above shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the employee stock option grantees under the ESOP Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said grantees.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any creation, offer, issue, allotment or listing of the shares, on behalf of the Company, the Board be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in the ESOP Scheme from time to time or to suspend, withdraw or revive the ESOP Scheme, from time to time, as may be specified by any statutory authority or otherwise and to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose in conformity with the Companies Act, 2013, the Memorandum and Articles of Association of the Company, the SEBI SBEB Regulations as amended from time to time and any other applicable laws and with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the Company.”

By the Order of the Board  
**For Latent View Analytics Limited**  
(formerly known as LatentView Analytics Private Limited)

**Date:** June 24, 2022  
**Place:** Chennai

**Regd. Office:**  
5<sup>th</sup> Floor, Neville Tower,  
Unit 6,7 and 8, Ramanujan IT City,  
Rajiv Gandhi Salai, Taramani  
Chennai - 600113, Tamil Nadu.  
**CIN:** L72300TN2006PLC058481

**P. Srinivasan**  
Company Secretary & Compliance Officer  
Membership No. F11519

## Notes:

1. In view of the COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) by Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No.20/2020 dated May 05, 2020 read with Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (the said Circulars) had permitted sending of the Notice of AGM along with Annual Report only through electronic mode to those Members whose e-mail addresses were registered with the Company/ Depositories as well as conducting the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The MCA vide Circular No. 2/2022 dated May 05, 2022 and SEBI vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 have extended the above exemptions till December 31, 2022 and accordingly in compliance with applicable provisions of the Companies Act, 2013 and the said Circulars:

- a. 16<sup>th</sup> AGM of the Company will be held through VC/ OAVM facility. The deemed venue for the 16<sup>th</sup> AGM shall be the Registered Office of the Company. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 3&4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
- b. Electronic copy of the Notice of the AGM along with Annual Report for the Financial Year 2021-22 is being sent to all Members whose e-mail addresses are registered with the Company/Depositories.

In case any member is desirous of obtaining hard copy of the Annual Report for the financial year 2022 and Notice of the 16<sup>th</sup> AGM of the Company, may send request to the Company's e-mail address at [investorcare@latentview.com](mailto:investorcare@latentview.com) mentioning DP ID and Client ID.

The Members may also note that the Notice along with the Annual Report for the Financial Year 2021-22 has been uploaded on the website of the Company at <https://www.latentview.com/investor-relations/financial-results-reports/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com>.

2. As the Members can attend and participate in the AGM through VC/ OAVM only, the facility to appoint proxies to attend and vote on behalf of the Members is not available for this AGM, and hence the Proxy Form and Attendance slip are not annexed to the Notice.

3. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business given in the Notice of the Annual General Meeting (AGM), and the details under Regulations 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment/ re-appointment as Director at this Annual General Meeting (AGM) is furnished as **Annexure -1** to the Notice.

4. Institutional Investors and Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and vote on their behalf. Institutional/ Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF/ JPG Format) of their Board or governing body's Resolution/ Authorization, authorizing their representative to attend the AGM through VC/ OAVM on their behalf and to vote through remote e-voting, to the Scrutinizer through e-mail at [alagar@geniconsolutions.com](mailto:alagar@geniconsolutions.com) with a copy marked to [investorcare@latentview.com](mailto:investorcare@latentview.com) and may also upload the same at [evoting@cdslindia.com](http://evoting@cdslindia.com).

5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

7. Since the AGM is held through VC/OAVM facility, route map is not annexed in the Notice.

8. The recorded transcript of the AGM shall also be made available as soon as possible on the website of the Company at <https://www.latentview.com/investor-relations/financial-results-reports/>.

9. The SEBI has mandated the submission of PAN by every participant in the securities market. Members holding shares in the dematerialized form are, therefore, requested to submit their PAN details to their DPs.

10. Members are requested to intimate to their Depository Participant the changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number ('PAN'), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.,

11. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the above and to eliminate the risks associated with physical shares, Members are advised to maintain their shares in demat mode.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.

13. The statutory documents (i.e., The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Certificate from the Secretarial Auditors of the Company under the SEBI (Share Based Employee Benefits) Regulations, 2014), will be available electronically for inspection by the members during the AGM. Further, all the documents referred to in the Notice will also be available for electronic inspection by the members from the date of circulation of this Notice up to the date of AGM, i.e. July 28, 2022. Members seeking to inspect such documents can send an email to [investorcare@latentview.com](mailto:investorcare@latentview.com).

14. Members are advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

15. The Register of Members of the Company shall remain closed from **Thursday July 21, 2022 to Thursday, July 28, 2022** (both days inclusive).

## Information and Other Instructions Relating to E-Voting & AGM

### A. Voting Through Electronic Means

1. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to "e-voting Facility Provided by Listed Entities", the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice.

2. The remote e-voting period commences on **Monday, July 25, 2022 (9:00 a.m. IST)** and ends on **Wednesday, July 27, 2022 (5:00 p.m. IST)**. During this period, members holding shares as on **Thursday, July 21, 2022** i.e. cut-off date, may cast their vote electronically.

3. The e-voting module shall be disabled by CDSL for voting thereafter. Members have the option to cast their vote on the resolutions using the remote e-voting facility, either during the period mentioned above (remote e-voting) or e-voting during the AGM.

4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

5. The Board of Directors has appointed M.Alagar Practising Company Secretary (Membership No. FCS 7488) and in his absence D.Saravanan Practising Company Secretary (Membership No. ACS 60177) as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

6. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

### The instructions for e-voting are given herein below.

**Step 1 :** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(i) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders

holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li data-bbox="344 595 1093 767">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li data-bbox="344 802 1093 1094">2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li data-bbox="344 1129 1093 1214">3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li data-bbox="344 1230 1093 1460">4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li data-bbox="1373 276 2121 655">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li data-bbox="1373 691 2121 807">2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="1373 842 2121 1216">3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
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Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 :** Access through CDSL e-Voting system in case of non-individual shareholders in demat mode.

(ii) Login method for e-Voting and joining virtual meetings for **shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

**For other than individual shareholders holding shares in Demat.**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

(iii) After entering these details appropriately, click on "SUBMIT" tab.

(iv) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (v) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vi) Click on the EVSN for Latent View Analytics Limited on which you choose to vote.
- (vii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (viii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (ix) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (x) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

### **(xiv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [investorcare@latentview.com](mailto:investorcare@latentview.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

### **B. Instructions for members for attending the AGM through VC/OAVM are as under:**

1. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of ‘remote e-voting’ or voting at the AGM through poll.i.e Thursday, July 21, 2022
2. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
3. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
5. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
6. Further speaker shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
7. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.



## 9 NOTICE OF THE AGM

8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request at least three days prior to the date of the meeting from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number to [investorcare@latentview.com](mailto:investorcare@latentview.com). Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
9. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before July 26, 2022 through email on [investorcare@latentview.com](mailto:investorcare@latentview.com). The same will be suitably replied by the Company.
10. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
11. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **C. Instructions for those shareholders whose email/Mobile No. are not registered with the company/depositories.**

1. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
2. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cDSLindia.com](mailto:helpdesk.evoting@cDSLindia.com) or call toll free no. 1800 22 55 33.

### **Declaration of results on the resolutions:**

- a. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast during the AGM and votes cast through remote e-voting and shall submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws.
- b. The result declared along with the Scrutinizer's Report shall be placed on the Company's website [www.latentview.com](http://www.latentview.com) and on the website of e-voting service provider immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

By the Order of the Board  
**For Latent View Analytics Limited**  
(formerly known as LatentView Analytics Private Limited)

**Date:** June 24, 2022  
**Place:** Chennai

**P. Srinivasan**  
Company Secretary & Compliance Officer  
Membership No. F11519

**Regd. Office:**  
5<sup>th</sup> Floor, Neville Tower,  
Unit 6,7 and 8, Ramanujan IT City,  
Rajiv Gandhi Salai, Taramani  
Chennai - 600113, Tamil Nadu.  
**CIN:** L72300TN2006PLC058481

# Explanatory Statement

(Pursuant to Section 102(1) of the Companies Act, 2013)

## Item No. 3: To approve the payment of commission to the Non-Executive Independent Directors of the Company

The Company's Non-Executive Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation amongst others. The Company's Non-Executive Directors have been shaping and steering the long-term strategy and make invaluable contributions towards strategy, monitoring of risk management and compliances.

Pursuant to Section 149(9), an independent director is entitled to receive (a) sitting fee for Board/Committee meetings as may be prescribed under second proviso in Section 197(5); (b) reimbursement of expenses for attending the Board/Committee meetings; (c) profit related commission as may be approved by the members. Hence the Company may pay profit related commission to the Independent Directors with prior approval of the members.

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members, approved to pay profit linked commission to the Independent Directors of the Company within the permissible limits under the Companies Act, 2013 as mentioned above and subject to such commission in aggregate does not exceed one per cent of the net profits of the Company for each Financial Year.

In accordance with Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 all fees or compensation, if any, paid to Non-Executive Directors, including Independent Directors (except sitting fees) requires approval of members of the Company.

In view of the above, the resolution at Item No. 3 of the notice is placed before the members for their approval as an Ordinary Resolution.

Except the Independent Directors of the Company none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the Ordinary resolution set out at Item No. 3 of the Notice for approval of the Members.

## Item No. 4: To ratify the Employees Stock Option Plan 2016 adopted by the Company.

Pursuant to the Shareholders' resolution dated April 01, 2016, the Company had established the Employees Stock Option Plan 2016 ("**ESOP Scheme**"). The aggregate number of options that can be granted under the ESOP Scheme is 2,52,00,000 options and out of which 1,10,39,500 options were granted pre-IPO and the Company has not granted any options under the ESOP Scheme till date post the IPO. Each option granted under the ESOP Scheme is convertible into one equity share.

In terms of Regulation 12(1) of the Securities and Exchange Board of India (Share Based Employee Benefits and sweat Equity) Regulations, 2021 ("**SEBI SBEB Regulations**"), no company shall make any fresh grant which involves allotment or transfer of shares to its employees under any schemes formulated prior to its Initial Public Offering ("IPO") and prior to the listing of its equity shares ("Pre-IPO Scheme") unless:

- (i) such Pre-IPO Scheme is in conformity with the SEBI SBEB Regulations; and
- (ii) Such Pre-IPO Scheme is ratified by its Shareholders subsequent to the IPO.

Further, as per proviso to Regulation 12(1) of the SEBI SBEB Regulations, the ratification under clause (ii) may be done any time prior to grant of new options under such Pre-IPO Scheme.

The Shareholders pursuant to the resolution passed at their meeting on August 31, 2021 had amended the ESOP Scheme to make it in conformity to the provisions of the SEBI SBEB Regulations. In terms of Regulation 12(1) of the SEBI SBEB Regulations, the Company cannot make any fresh grant under ESOP Scheme, unless ESOP Scheme is ratified by the Shareholders of the Company.

Details and particulars of the Scheme pursuant to Companies Act, 2013 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

<b>Brief description of the scheme(s);</b>	<p>The ESOP scheme contemplates grant of options to the eligible employees of the Company, its subsidiary company(ies), in or outside India. After vesting of options, the eligible employees earn a right, but not obligation, to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligations arising thereon.</p>	<b>Requirements of vesting and period of vesting;</b>	<p>Options granted under ESOP Scheme shall vest not earlier than minimum Vesting Period of 1 (one) year and maximum Vesting Period of 10 (ten) years from the date of Grant, as may be decided by the Committee.</p>
<b>Total number of stock options to be granted</b>	<p>The maximum number of Options that can be granted to eligible Employees shall not exceed 2,52,00,000 which shall be convertible into equal number of Equity Shares.</p>	<b>Maximum period within which the options shall be vested;</b>	<p>The Vesting Period shall be as determined by the Compensation Committee for each of the eligible Employee.</p>
	<p>In case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any additional equity shares are issued by the Company on the recommendation of the Board to the employee stock option grantees for the purpose of making a fair and reasonable adjustment to the employee stock options granted earlier, the said ceiling as specified above shall be deemed to be increased to the extent of such additional equity shares issued.</p>	<b>Exercise price or pricing formula</b>	<p>The Exercise price shall be determined by the Compensation Committee in conformity with the SEBI SBEB Regulations.</p>
<b>Identification of classes of employees entitled to participate and be beneficiaries in the scheme</b>	<p>The Compensation Committee will study and assess the Employees who would be entitled to participate in the Plan, based on the guidelines and assessment formulated as part of the Plan from time to time and select the eligible Employees (as defined in the ESOP Scheme) for the benefit of the Plan.</p>	<b>Exercise period and process of exercise</b>	<p>The Compensation Committee will issue an Exercise Notice calling Optionees to Exercise Vested Options within the Exercise Period stipulated therein.</p>
	<p>Vested options lapsed due to non-exercise and/ or unvested options which get cancelled due to resignation of the Employees or otherwise, would be available for being re-granted at a future date.</p>		<p>The Optionee may Exercise not more than such number of Options within such period as may be specified in the Exercise Notice by submitting a signed Exercise Letter.</p>
		<b>The appraisal process for determining the eligibility of employees for the scheme</b>	<p>Upon exercise of vested employee stock options, eligible employees shall be issued fresh equity shares by the Company.</p> <p>The maximum Exercise Period to exercise the options under the ESOP Scheme will be as determined by the Compensation Committee from time to time.</p>
			<p>As decided by the Board/ Compensation Committee from time to time in accordance with the criteria mentioned in the ESOP Scheme such as loyalty, performance of the Employee and performance of the Company.</p>

<b>Maximum number of options to be offered and issued per employee and in aggregate,</b>	No Employee shall be granted in excess of 42,00,000 Options under this Plan.
<b>Maximum quantum of benefits to be provided per employee under a scheme</b>	Apart from grant of options as stated above, no monetary benefits are contemplated under the ESOP Scheme.
<b>Whether the scheme(s) is to be implemented and administered directly by the company or through a trust;</b>	ESOP Scheme is implemented and administered by the Company.
<b>Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both</b>	ESOP Scheme involves new issue of shares by the Company
<b>The amount of loan to be provided for implementation of the scheme(s) by the company to the trust, its tenure, utilization, repayment terms, etc.;</b>	Not applicable as scheme is directly implemented by the Company.
<b>Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s);</b>	Not applicable as scheme is directly implemented by the Company.
<b>Disclosure and Accounting Policies</b>	As specified in Regulation 15 of the SEBI SBEB Regulations, the Company shall comply with the requirements of the 'Guidance Note on Accounting for employee share-based Payments' or other accounting standards as may be prescribed by the Institute of Chartered Accountants of India from time to time including the disclosure requirements.

<b>Method of Option valuation</b>	The Company has recorded compensation costs for all grants made during the year to employees using the fair value method of accounting.  In case the Company opts for exercising of share based employee benefits using the intrinsic value method, the difference between the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report prepared in accordance with Section 134 of the Companies Act and other applicable provisions (the "Directors' Report") and the impact of this difference on profits and on earnings per share of the Company shall also be disclosed in the Directors' Report.
<b>Period of lock-in.</b>	The equity shares of the Company issued pursuant to exercise of vested employee stock options shall not be subject to any lock-in period
<b>Conditions under which option vested in employees may lapse e.g. in case of termination of employment for misconduct</b>	In the event of termination of employment owing to misconduct, non-performance, etc. all Vested options of such Employee as on day shall expire/lapse and such lapsed.  Options will be available for re-issuance in accordance with the ESOP Scheme.
<b>Specified time period within which the employee shall exercise the vested options in the event of a termination of employment or resignation of employee</b>	In the event of resignation or termination of employment all options not Vested in the Employee as on that day shall expire/lapse. The employee can exercise the Vested Options in accordance with the Plan.

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<b>Terms &amp; conditions for buyback, if any, of specified securities covered under these Regulations</b>	Compensation Committee may decide the terms & conditions for buyback including: <ul style="list-style-type: none"><li>(i) permissible sources of financing for buy-back;</li><li>(ii) any minimum financial thresholds to be maintained by the Company as per its last financial statements; and</li><li>(iii) limits upon quantum of specified securities that the Company may buy-back in a financial year.</li></ul>
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Pursuant to the requirements of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, a certificate has been issued by the Secretarial Auditor of the Company confirming that the Plan has been implemented in accordance with the said Regulations, would be placed at the ensuing Annual General Meeting of the Company for inspection by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice, except to the extent of their respective shareholding, if any in the Company or the equity shares that may be offered to them under ESOP 2016. The Board

of Directors recommend passing of resolution in the manner proposed in Item No. 6, to be passed by way of a Special Resolution.

By the Order of the Board  
**For Latent View Analytics Limited**  
(formerly known as LatentView Analytics Private Limited)

**Date:** June 24, 2022  
**Place:** Chennai

**P. Srinivasan**  
Company Secretary & Compliance Officer  
Membership No. F11519

**Regd. Office:**  
5<sup>th</sup> Floor, Neville Tower,  
Unit 6,7 and 8, Ramanujan IT City,  
Rajiv Gandhi Salai, Taramani  
Chennai - 600113, Tamil Nadu.  
**CIN:** L72300TN2006PLC058481

# Annexure I to the Notice

## Details of Director

[In pursuance of Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)]

S. No.	Nature of the Information	Particulars
1.	Name of Director	Pramadwathi Jandhyala
2.	Brief Profile and Nature of Expertise	Pramadwathi Jandhyala, is a Co-Founder of Latent View Analytics Ltd and has anchored key roles in Strategic Planning, Talent Management and Finance to guide Company's growth and recognition. She has several years of experience in corporate finance and credit ratings.
3.	Date of Birth (Age)	11/10/1972 (49 years)
4.	Nationality	Indian
5.	Date of First Appointment	03/01/2006
6.	Qualification	B.E. in Computer Science from BITS, Pilani and holds a Postgraduate Diploma in Management from IIM Calcutta.
7.	Directorship of other Boards	Nil
8.	Chairmanship/ Membership of Board Committees of the other companies	Nil
9.	Number of meetings of the Board attended during the Year	16
10.	Listed Entities from which resigned in the past three years	Nil
11.	Shareholding in the Company (including shareholding as beneficial owner)	1,68,00,000 Shares (8.38%)
12.	Terms and conditions for re-appointment	Pursuant to section 152 of the Companies Act, 2013, Pramadwathi Jandhyala is liable to retire by rotation, and being eligible, offers herself for reappointment.
13.	Remuneration	₹ 2,10,00,000/-p.a
14.	Relationship with other Directors and Key Managerial Personnel of the Company	Spouse of A.V. Venkatraman, apart from this there were no inter-se relationship with Director and Key Managerial Personnel of the Company.