

# NOTICE OF THE 19<sup>TH</sup> ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 19<sup>th</sup> Annual General Meeting ("Meeting" or "AGM") of the Members of **Latent View Analytics Limited** will be held through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") on **Tuesday, July 22, 2025 at 09:00 AM IST** without the physical presence of the members at a common venue, to transact the following businesses:

## Ordinary Business

### Item No. 1 – Adoption of Audited Financial Statements along with the Reports of the Board of Directors and of the Auditors thereon

To receive, consider and adopt the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and of the Statutory Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and of the Auditors thereon be and are hereby received, considered, and adopted."

### Item No. 2 – Re-Appointment of Mr. A.V. Venkatraman (DIN: 01240055), a Director liable to retire by rotation:

To re-appoint a director in place of Mr. A.V. Venkatraman (DIN: 01240055), who retires by rotation and being eligible, offers himself for reappointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. A.V. Venkatraman (DIN: 01240055) Director (Executive) of the Company, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director (Executive) of the Company, liable to retire by rotation."

## Special Business

### Item No. 3 – Appointment of Secretarial Auditors of the Company

To appoint M/s. Alagar & Associates (Formerly M/s. M Alagar & Associates), as Secretarial Auditors of the Company for a term of 5 consecutive years and to fix their remuneration.

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), other applicable laws/statutory provisions, if any, as amended from time to time M/s. Alagar & Associates (Formerly M/s. M Alagar & Associates), Practising

Company Secretaries (Firm Registration Number P2011TN078800) (Peer Review Certificate No.: 6186/2024) be and are hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years, to hold office from the conclusion of the 19<sup>th</sup> Annual General Meeting ('AGM') to be held in calendar year 2025 till the conclusion of 24<sup>th</sup> (Twenty Fourth) AGM of the Company to be held in the calendar year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

### Item No. 4 – Appointment of Dr. Anindya Ghose (DIN: 10243913) as an Independent Director of the Company

To appoint Dr. Anindya Ghose (DIN: 10243913) as an Independent Director for a term of 5 years.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to Regulations 16(1)(b), 17 and applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") Dr. Anindya Ghose (Independent Director Registration Number: IDDB-NR-202307-050425) who was appointed as an Additional Director at the Board Meeting held on May 02, 2025 be and is hereby appointed as an Independent Director, for a term of five (5) consecutive years with effect from May 02, 2025 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 and other applicable provisions, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force) and pursuant to Regulation 17(6)(a) and applicable regulations of SEBI Listing Regulations, Dr. Anindya Ghose (DIN: 10243913), shall be entitled to receive sitting fees of ₹ 1,00,000/- per meeting for attending meetings of the Board and ₹ 50,000/- per meeting for attending any committee meetings and payment of remuneration by way of commission of such sum as the Board of Directors may from time to time determine 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.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Whole Time Directors and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, and to make any filings, with the Registrar of Companies, Chennai and furnish any returns or submit any other documents to any government, statutory or regulatory authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all documents, papers, instruments and writings as they may deem necessary, proper, desirable or expedient and to give effect to the above resolution”.

**Date:** May 02, 2025

**Place:** Chennai

By the Order of the Board  
**For Latent View Analytics Limited**

**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  
Tel No. +91-44-4344 1700  
Email ID: [investorcare@latentview.com](mailto:investorcare@latentview.com)  
Website: [www.latentview.com](http://www.latentview.com)

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

# NOTES

1. The Ministry of Corporate Affairs ("MCA") inter-alia vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 05, 2020, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 09, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by SEBI read with the circulars issued earlier on the subject (collectively referred to as ("Circulars")) has permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("the Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Circulars, the 19<sup>th</sup> AGM of the Company is being held through VC/OAVM means. The proceedings of the AGM deemed to be conducted at the Registered Office of the Company situated at 5<sup>th</sup> Floor, Neville Tower, Unit 6, 7 and 8, Ramanujan IT City, Rajiv Gandhi Salai, Taramani Chennai - 600113, Tamil Nadu.
2. In compliance with Sections 101 and 136 of the Companies Act, 2013 read with circulars, Notice of the 19<sup>th</sup> AGM along with the Annual Report for the FY 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar & Share Transfer Agent ("RTA") & Depository Participant ("DPs"). Further, a letter providing a weblink and QR code for accessing the Notice of the AGM and Annual Report for the financial year 2024-25 will be sent to those shareholders who have not registered their email address.

In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2024-25 and Notice of the 19<sup>th</sup> AGM of the Company, they may send request to the Company via email at [investorcare@latentview.com](mailto:investorcare@latentview.com) mentioning DP ID and Client ID or raise a service request with MUFG Intime India Private Limited (formerly Link Intime India Private Limited), Company's RTA at [https://web.in.mpms.mufg.com/helpdesk/Service\\_Request.html](https://web.in.mpms.mufg.com/helpdesk/Service_Request.html).

The Members may also note that the Notice along with the Annual Report for the Financial Year 2024-25 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 Central Depository Services (India) Limited ("CDSL") (agency providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com>.

3. 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.
4. The Explanatory Statement setting out material facts concerning the business under Item Nos. 3 & 4 of the Notice is annexed hereto. [Section 102 of the Companies Act, 2013 ("Act")]

The details pursuant to Regulations 36(3) of the SEBI (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. The Company has received the requisite consents and declarations for the appointment/reappointment under the Companies Act, 2013 and the rules made thereunder.

5. Ms. R. Bhuvana (Membership No.: F10575, CP No.: 8161), on her absence Mr. Jayanth Viswanathan (Membership No.: F7968, CP No.: 14642), Partners, M/s RBJV & Associates, Practising Company Secretaries, Chennai (Firm Reg. No.: P2016TN053800) are appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
6. 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 [bhuvana.r@akshayamcorporate.com](mailto:bhuvana.r@akshayamcorporate.com) with a copy marked to [investorcare@latentview.com](mailto:investorcare@latentview.com) and may also upload the same at [evoting@cdslindia.com](mailto:evoting@cdslindia.com). Institutional shareholders/Corporate shareholders can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
7. The Company has availed the services of CDSL for facilitating voting through electronic means.
8. 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 serve 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, Scrutinizer, etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
9. Members attending the AGM through VC/OAVM will be counted for the purpose of determining the quorum under Section 103 of the Companies Act, 2013.
10. Since the AGM is held through VC/OAVM facility, route map is not annexed to this Notice.
11. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
12. The recording and 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/>.

13. **Registrar and Transfer Agent ("RTA"):** The name of the RTA changed from "M/s. Link Intime India Private Limited" to "M/s. MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from December 31, 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
14. **Dispute Resolution:** SEBI has established a common Online Dispute Resolution Portal ("[smartodr.in/login](https://smartodr.in/login)") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. [SEBI Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated July 31, 2023].
15. 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 Depository Participant.
16. As per the provisions of Section 72 of the Act and SEBI Circular SEBI/HO/MIRSD/RTAMB/CIR/P/2021/601 dated July 23, 2021 as amended thereto the members holding shares in dematerialized form are requested to submit the Nomination details to their Depository Participants.
17. Members are requested to intimate to their Depository Participants 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., for equity shares held in dematerialized form.
18. 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.
19. 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.
20. The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts and Arrangements in which Directors are interested maintained under the provisions of the Act, Certificate from the Secretarial Auditors of the Company pursuant to SEBI (Share based employee Benefits and Sweat Equity) Regulations, 2021 and all other documents referred to in this Notice and Statement will be available for inspection during the meeting in electronic mode, and the same may be accessed upon log-in to <https://www.latentview.com/investor-relations/financial-results-reports/>. Members seeking to inspect such documents can send an email to [investorcare@latentview.com](mailto:investorcare@latentview.com) requesting for inspection of the Registers.

21. Members are advised to not leave their demat account(s) dormant for long period. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
22. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Register of the Company will remain closed from **Tuesday, July 15, 2025 to Tuesday, July 22, 2025** (both days inclusive).
23. All the members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on **Friday, June 20, 2025** have been considered for the purpose of sending the AGM Notice and the Annual Report.

## 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, Circulars issued by MCA and SEBI in this regard and as amended from time to time and Regulation 44 of the SEBI Listing Regulations and 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 **Friday, July 18, 2025 (9:00 a.m. IST) and ends on Monday, July 21, 2025 (5:00 p.m. IST)**. During this period, Members holding shares as on **Tuesday, July 15, 2025** 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 voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date for e-Voting i.e., **Tuesday, July 15, 2025**.

### 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** as amended from time to time, 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.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

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>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/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My Easi.</li> <li>2) After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> and click on login &amp; New System My Easi Tab and then click on registration option.</li> <li>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 e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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.nsdl.com">https://eservices.nsdl.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>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/either">https://www.evoting.nsdl.com/either</a> 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 held 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>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<p>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.</p> <p>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 &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 21 09911.
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.: 022 - 4886 7000 and 022 - 2499 7000.

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

(i) 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>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (v) Click on the EVSN of Latent View Analytics Limited to cast your vote during the remote e-Voting period and for casting your vote during the Meeting.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, if 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) 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 <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 delinked 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 mandatorily 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 i.e. Tuesday, July 15, 2025** only shall be entitled to avail the facility of 'remote e-Voting' or e-Voting at the AGM.
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.

24. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request 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) or before **Friday, July 18, 2025 (5:00 p.m. IST)**. Those Members who have registered themselves as speakers 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.

25. 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 **Friday, July 18, 2025** through email on [investorcare@latentview.com](mailto:investorcare@latentview.com). The same will be suitably replied by the Company.

26. 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.

27. 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.

#### Instructions for those Shareholders whose Email/Mobile No. are not Registered with the Company/Depositories:

For 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 21 09911.

All grievances connected with e-Voting facility may be addressed to **Mr. 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 21 09911.

#### 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.

- b) The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.latentview.com/> and on the website of e-Voting service provider within two (2) working days from the conclusion of the Meeting. 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.
- c) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting i.e. **Tuesday, July 22, 2025.**

**Date:** May 02, 2025

**Place:** Chennai

By the Order of the Board  
**For Latent View Analytics Limited**

**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  
Tel No. +91-44-4344 1700  
Email ID: [investorcare@latentview.com](mailto:investorcare@latentview.com)  
Website: [www.latentview.com](http://www.latentview.com)

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



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

As required under Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 & 4 of the accompanying Notice:

## Item No. 3

### Appointment of Secretarial Auditors of the Company

The Board at its meeting held on May 02, 2025, based on the recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s. Alagar & Associates (Formerly M/s. M Alagar & Associates), Practising Company Secretaries (Firm Registration Number P2011TN078800) (Peer Review Certificate No.: 6186/2024) as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years, to hold office from the conclusion of the 19<sup>th</sup> Annual General Meeting ('AGM') to be held in calendar year 2025 till the conclusion of 24<sup>th</sup> (Twenty Fourth) AGM of the Company to be held in the calendar year 2030, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s. Alagar & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by M/s. Alagar & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

M/s. Alagar & Associates has been conducting the Secretarial Audit of the Company since the financial year 2022-23.

The Board of Directors have approved that in addition to conducting the Secretarial Audit, the proposed Secretarial Auditor shall also issue to the Company such certificates as may be required under applicable laws from time to time.

The details required to be disclosed under provisions of Regulation 36(5) of the Listing Regulations are as under:

#### A. Proposed fees payable to the Secretarial Auditors:

INR 2,75,000 (Rupees Two Lakhs Seventy Five Thousand only) per annum plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the secretarial audit for the financial year 2025-26 to financial year 2026-27 and for subsequent year(s) of their term, such fees as determined by Board of Directors of the Company or any Committee of the Board of Directors in consultation with the Secretarial Auditors. The Board has considered the Compliance knowledge, expertise, industry experience, time, and efforts required to be put in by the proposed secretarial auditor in determining the fees payable to them.

#### B. Terms of Appointment:

For a term of 5 (Five) consecutive years, to hold office from the conclusion of the 19<sup>th</sup> Annual General Meeting ('AGM') to be held in calendar year 2025 till the conclusion of 24<sup>th</sup> (Twenty Fourth) AGM of the Company to be held in the calendar year 2030.

#### C. In case of a new auditor, any material changes in the fees payable to such auditor from that paid to the outgoing auditor along with the rationale for such change:

Not applicable for re-appointment.

#### D. Basis of recommendation for appointment:

The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.

#### E. Credentials of the Secretarial Auditors proposed to be appointed:

M/s. Alagar & Associates, peer reviewed firm of Company Secretaries in Practice bearing Unique Identification No. P2011TN078800 and peer reviewed firm bearing Certificate No.6186/2024. The firm has more than 15 years' experience in Secretarial Audit Services and provide audit services to the clients in Technology, Healthcare, Manufacturing, Financial Services, Shared Services space.

The Firm consists of four full time partners and 35 team members. Each of the partners and senior team members having vast experience and exposure in their specialized areas in Corporate Laws such as Companies Act, FEMA Inbound and Outbound Investments, Foreign Trade Policy and SEBI Regulations with specific reference to SEBI LODR disclosures. IPO, Takeover, Insider Trading, Buy Back of securities, SEBI Open Offer, ESOP and Due Diligence.

The Firm has consented to act as the Secretarial Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Act. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

The Board recommends passing of this Ordinary Resolution as set out in Item No. 3 of this Notice for your approval.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Resolution No. 3 of this Notice.

Item No. 4

Appointment of Dr. Anindya Ghose (DIN: 10243913) as an Independent Director of the Company

The Board of Directors of the Company (“Board”) at its meeting held on May 02, 2025 had appointed Dr. Anindya Ghose (DIN: 10243913) as an Additional Director (Non-Executive, Independent) of the Company in accordance with applicable laws, including the Companies Act, 2013 and the provisions of Regulation 17 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In this connection, the Board is of the opinion that he fulfils the criteria for independent directors, as set out in the Companies Act, 2013, related rules framed thereunder and the SEBI Listing Regulations and that he is independent of the management of the Company.

It is proposed to appoint Dr. Anindya Ghose (DIN: 10243913) for a term of five (5) consecutive years effective from May 02, 2025, not liable to retire by rotation.

The Company has received from Dr. Anindya Ghose (DIN: 10243913),

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act,
- (iii) the declaration under Section 184(1) of the Companies Act, 2013 in Form MBP-1 and
- (iv) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. Further, he does not hold any equity shares of the Company.

The terms and conditions for appointment of Dr. Anindya Ghose (DIN: 10243913) as an Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors, Key Managerial Personnel, or their relatives, are in any way, concerned or interested, financially or otherwise, except to the extent of their respective shareholding in the Company, if any, in the proposed Special Resolution as set out in Resolution No. 4 of this Notice.

Pursuant to 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), issued by the Institute of Company Secretaries of India, the information pertaining to the Director proposed to be appointed is given below for the perusal of the Members.

Particulars	Details
Name and DIN of the Director	Dr. Anindya Ghose (DIN: 10243913)
Age	51 Years (DOB – 20/02/1974)
Nationality	United States of America
Qualification	He has a B. Tech in Engineering from the National Institute of Technology (NIT) in Punjab, and an M.B.A in Finance, Marketing and Systems from the Indian Institute of Management, Calcutta. He received his M.S. and Ph.D. from Carnegie Mellon University's Tepper School of Business.

Particulars	Details
Brief Profile and Nature of Expertise	Dr. Anindya Ghose is the Heinz Riehl Chair Professor of Business at NYU's Stern School of Business and a globally renowned expert at advising companies on their AI transformation journeys. He is the author of TAP: Unlocking The Mobile Economy and co-author of THRIVE: Maximizing Well-Being in the Age of AI, with his work translated into multiple languages and recognized with global awards. His research on economics of AI, digital platforms, mobile commerce, and data privacy has won multiple awards and been widely featured in media such as The Economist, New York Times, Wall Street Journal, CNN, and CNBC. A highly accomplished expert witness, he has testified for many global tech firms including Alibaba, Apple, Fox, Google, Meta, Pinterest, Snap, and Yahoo, in high-profile antitrust, intellectual property, securities and privacy litigations. He is also an avid high-altitude mountaineer who has climbed multiple peaks across five continents.
Experience	He has collaborated with more than 40 companies globally in the areas of AI, technology, operations, marketing and analytics and published more than 200 scientific articles.
Terms and conditions of appointment	Appointment as an Independent Director, for a term of five (5) consecutive years with effect from May 02, 2025 and shall not be liable to retire by rotation.
Remuneration sought to be paid	He will be entitled to receive sitting fees of ₹ 1,00,000/- per meeting for attending meetings of the Board and ₹ 50,000/- per meeting for attending any committee meetings and payment of remuneration by way of commission of such sum as the Board of Directors may from time to time determine 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.
Remuneration last drawn	NA
Date of first appointment on the Board	May 02, 2025
Details of Shareholding in the Company	Nil
Details of Relationship with other Directors and Key Managerial Personnel of the Company	Nil
Number of meetings of the Board attended during the FY 2024-25	NA
Details of Directorship in other Companies	Nil
Membership/Chairmanship of Committees of other Boards	Not Applicable
Listed Entities from which resigned in the past three years	M/s. Delhivery Limited
Skills and capabilities required for the role and the manner in which the proposed Director meets such requirements	He is an award-winning researcher, educator and a globally renowned expert in digital analytics, data science and AI.

# ANNEXURE I TO THE NOTICE

## Details of Director being Appointed at the AGM

[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	Mr. A.V. Venkatraman
2.	Brief Profile and Nature of Expertise	Mr. A.V. Venkatraman, is the Founder and Chairperson of Latent View Analytics Ltd, and has several years of experience across IT services, credit analysis and business consulting.
3.	Date of Birth (Age)	23/09/1970 (54 years)
4.	Nationality	Indian
5.	Date of First Appointment	January 03, 2007
6.	Qualification	Engineering at IIT, Madras and MBA from IIM, Calcutta
7.	Directorship of other Boards	<ul style="list-style-type: none"> <li>- Decision Point Private Limited</li> <li>- LatentView Analytics Corporation</li> <li>- LatentView Analytics Pte Ltd.</li> <li>- LatentView Analytics UK Ltd.</li> <li>- LatentView Analytics B.V</li> <li>- LatentView Analytics GmbH</li> <li>- IITM's Rural Technology and Business Incubator (RTBI)</li> </ul>
8.	Chairmanship/Membership of Board Committees of the other companies	Nil
9.	Number of meetings of the Board attended during the Financial Year 2024-25	4 meetings.
10.	Listed Entities from which resigned in the past three years	Nil
11.	Shareholding in the Company (including shareholding as beneficial owner)	117,906,923 Shares (57.11%)
12.	Terms and conditions for re-appointment	Pursuant to appointment as Whole Time Director for a period of 5 years vide Special resolution passed in the Annual General Meeting of the Company held on August 05, 2021, his office of Directorship is liable to retire by rotation.
13.	Remuneration	₹ 2,10,00,000/-p.a. (Approved at the Annual General Meeting held on August 05, 2021)
14.	Relationship with other Directors and Key Managerial Personnel of the Company	Spouse of Pramadwathi Jandhyala, Whole Time Director of the Company. Apart from this there are no inter-se relationship with other Director and Key Managerial Personnel of the Company.

## AGM Information at a Glance

Particulars	Details
Time and Date of AGM	July 22, 2025 (09:00 a.m. IST)
Mode	Video Conference or Other Audio-Visual Means
Helpline Number for VC participation	CDSL: 1800 21 09911 NSDL: 022-4886 7000 & 022-2499 7000
Recording and Transcripts	<a href="https://www.latentview.com/investor-relations/">https://www.latentview.com/investor-relations/</a>
Cut-off date for e-Voting	Tuesday, July 15, 2025
E-voting start Time and Date	Friday, July 18, 2025 (9:00 a.m. IST)
E-voting end Time and Date	Monday, July 21, 2025 (5:00 p.m. IST)
E-voting website of CDSL	<a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>
Details of e-Voting service provider	<b>Central Depository Services (India) Limited,</b> A Wing, 25 <sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 Toll free no. 1800 21 09911 Email ID: <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>
Details of Registrar and Share Transfer Agent	MUFG Intime India Private Limited (Formerly known as Linkintime Intime India Private Limited) C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 Tel: +91 22-4918 6000 Fax: +91 22-4918 6060 Email ID: <a href="mailto:rnt.helpdesk@in.mpms.mufg.com">rnt.helpdesk@in.mpms.mufg.com</a>