



NOTICE OF THE 25TH ANNUAL GENERAL MEETING

Notice is hereby given that the 25th (Twenty Fifth) Annual General Meeting (AGM) of the Members of Karix Mobile Private Limited (CIN: U70100TG1998PTC054527) will be held at a shorter notice on Monday, August 11, 2025 at 10:00 AM IST at the registered office of the Company at Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500081, Telangana State.

ORDINARY BUSINESS:

1. Adoption of Financial Statements.

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2025, together with the reports of the Board of Directors and of the Auditors thereon.

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

SPECIAL BUSINESS:

3. To appoint Mr. Deepak Satyaprakash Goyal (DIN:01755263) as an Executive Director and Chief Executive Officer of the Company.

To pass the following resolution with or without modifications as Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force), such other provisions as may be applicable, in accordance with the provisions of the Articles of Association and based upon the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Deepak Satyaprakash Goyal (DIN: 01755263) as an Executive Director and Chief Executive Officer of the Company for a further period of 5 (five) years with effect from July 01, 2025.

RESOLVED FURTHER THAT Mr. Deepak Goyal, Executive Director and Chief Executive Officer will be eligible for the following remuneration and perks as per Section 197 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 for a period three years w.e.f. July 01, 2025 as set out in the statement herein below:

A. Salary – ₹ 3.59 Crore per annum.

B. The company’s contributions to provident fund, superannuation or annuity fund, gratuity payable and encashment of leave, if any, shall be as per the rules of the company, and be in addition to the remuneration under (A) above.



C. In addition to the remuneration under (A) above, Mr. Deepak Goyal, during his tenure as Executive Director and Chief Executive Officer of the company, shall be entitled to all perquisites, allowances, and reimbursement of expenses, as per the HR policy of the Company.

RESOLVED FURTHER THAT the above may be treated as a written memorandum setting out the terms of appointment of Mr. Deepak Satyaprakash Goyal (DIN: 01755263) under Section 190 of the Act.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197(3) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under as amended, Mr. Deepak Goyal (DIN: 01755263) Executive Director and CEO, may be paid the remuneration as set out above, as minimum remuneration in the event of absence or inadequacy of profits in any financial year during his term of office as Executive Director & CEO, in accordance with the provisions of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors shall be authorized to increase the total remuneration payable to Mr. Deepak Goyal (DIN: 01755263) up to Rs 10,00,00,000/- p.a. excluding remuneration linked to performance and paid as commission at an agreed percentage to net profits, options granted under applicable Equity based Employee Benefit scheme, performance based variable salary to be reviewed quarterly and also at year end which may match with proposed increase at any time, without any further action from the Shareholders.”

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company, be and are hereby severally authorized to take all such necessary steps as may be required in relation to the above and to all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and file necessary forms with the Registrar of Companies and with such other regulatory authorities, and to do the necessary entries in the statutory records and register of Directors and Key Managerial Personnel.”

Date: July 24, 2025
Place: Hyderabad

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

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

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



NOTES:

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

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

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

Date: July 24, 2025
Place: Hyderabad

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

**Sd/-
Seshanuradha Chava
Company Secretary
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EXPLANATORY STATEMENT

Pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) read with section 110 of the Companies Act, 2013

Item No. 3:

The Shareholders of the Company at the Annual General Meeting held on September 25, 2020 approved the appointment of Mr. Deepak Satyaprakash Goyal (DIN: 01755263), as Executive Director for a period of five years with effect from September 25, 2020 and the said term will expire on September 24, 2025.

Accordingly, the Nomination & Remuneration Committee considered the matter and recommended the Board to seek the approval of Shareholders at this Annual General Meeting for re-appointment of Mr. Deepak Satyaprakash Goyal as Executive Director and Chief Executive Officer (CEO) effective from July 01, 2025 in accordance with the provisions of Articles of Association and the Act.

The Board considers that, given his background and experience, the association of Mr. Deepak Satyaprakash Goyal would be beneficial to the Company.

Accordingly, it is proposed to appoint Mr. Deepak Satyaprakash Goyal as an Executive Director and CEO of the Company to hold office for period of 5 (five) consecutive years on the Board of the Company.

Additional information of Mr. Deepak Satyaprakash Goyal whose appointment as Executive Director and CEO is proposed at Item No. 3, is provided in the “**Annexure**” to the Notice pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India.

Except Mr. Deepak Satyaprakash Goyal and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution set forth at Item No. 3 of this AGM Notice for the approval of Members by way of a Special Resolution.

Disclosure of Information as per sub clause (iv) of the second proviso to Clause (B) Of Section II of Part - II of Schedule V of the Companies Act, 2013 are furnished below:

I. GENERAL INFORMATION

- (1) Nature of Industry:** Karix Mobile Private Limited has been incorporated on November 16, 1998. The Company’s main object is to provide wireless applications hosting services designed to help businesses deliver Internet and other content and web applications to users with wireless devices and to design, improve, develop, modify, reproduce and engage in the process of web, WAP-based and mobile application designing, web hosting, web maintenance and support services, and other internet and mobile related, activities.
- (2) Date of commencement of commercial production:** The Company has commenced its business from November 16, 1998.
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable



(4) Financial performance based on given indicators:

Rs. In Lakhs.

| Particulars | FY 2024-25 | FY 2023-24 |
|------------------------|-------------|-------------|
| Paid up Capital | 680.64 | 680.64 |
| Reserves & Surplus | 1,14,138.26 | 1,07,725.86 |
| Income from operations | 2,38,244.64 | 216,632.41 |
| Profit before Tax | 23,397.52 | 29,314.24 |
| Profit after Tax | 17,764.21 | 21,649.55 |

(5) Export performance and net foreign exchange collaborations: Not Applicable

(6) Foreign investments or collaborators, if any: Not Applicable

II. INFORMATION ABOUT THE APPOINTEE

| Sl. No | Information of the Appointee | Details |
|--------|---------------------------------|--|
| a) | Background details | <p>Mr. Deepak Satyaprakash Goyal is having more than 25+ years of broad experience scaling, diversifying, and transforming businesses of different size and scale across the IT and Telecom domain.</p> <p>Mr. Deepak Satyaprakash Goyal joined Karix Mobile Private Limited as VP Sales and became COO in 2013. He has been instrumental in driving revenue growth and establishing Karix as the market leader in India.</p> <p>Earlier Mr. Deepak Satyaprakash Goyal has worked in General Management roles with Companies like Tulip Telecom, Free Markets Inc. and Wyse Technology.</p> <p>He completed his BE (Computer Science) from Amravati University in 1993.</p> <p>He completed MBA in Marketing from Fore School of Management in 1997.</p> |
| b) | Past remuneration | Rs 3.59 Crore per annum |
| c) | Recognition or Awards | NA |
| d) | Job Profile and his suitability | Being an Executive Director of the Company, Mr. Deepak Satyaprakash Goyal is responsible for overall business development of the Company. Having extensive and in-depth knowledge of the Industry, he is very well suitable for the roles and responsibilities being handled by him. |



| | | |
|----|---|---|
| e) | Remuneration Proposed | Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on June 28, 2025 proposed an annual remuneration of ₹ 3.59 Crore per annum for a period of three (3) years w.e.f. July 01, 2025. |
| f) | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of his origin) | Taking into consideration, the profile of the incumbent, the responsibilities to be shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level incumbents, in other companies. |
| g) | Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any. | Mr. Deepak Satyaprakash Goyal does not have any pecuniary relationship except to the extent of remuneration drawn by him. |

III. OTHER INFORMATION:

- (1) **Reason of loss or inadequate profits:** Not Applicable
- (2) **Steps taken or proposed to be taken for improvement:** Not Applicable
- (3) **Expected increase in productivity and profits in measurable terms:** The Company is expecting to increase its revenue in the coming years.

Mr. Deepak Satyaprakash Goyal and his relatives may be deemed to be concerned or interested in the proposed Resolution set out at Item No. 3 of the Notice convening the meeting. Other than the aforesaid none of the other Directors, Key Managerial Personnel of the Company and their Relatives are interested or concerned whether financially or otherwise in the Resolution set out at Item No. 3 of the Notice convening the meeting.

The Board recommends the special resolution as set out in Item no. 3 of this notice for the approval of members.



Annexure
Additional Information
Details of the Directors seeking appointment/re-appointment at the 25th Annual General Meeting
(In pursuance of Secretarial Standard - 2 on General Meetings)

| | | |
|---|--|--|
| Name of the Director | D. Uday Kumar Reddy | Deepak Satyaprakash Goyal |
| DIN | 00003382 | 01755263 |
| Designation/ Category of Directorship | Non- Executive Director | Executive Director |
| Age | 58 years | 53 years |
| Date of first appointment on the Board | 27/10/2004 | 06/08/2020 |
| Terms and Conditions of appointment / re- appointment | Re-appointment in terms of Section 152(6) of the Companies Act, 2013 Remuneration -Not Applicable. | As the terms and conditions of the appointment specified in the Notice (Item No.3) of 25 th AGM of the Company. |
| Qualification, Experience & Expertise | Mr. Uday is the Founder Chairman and Chief Executive Officer of Tanla Platforms Limited. An entrepreneur in spirit, he spearheads the Tanla Group as the chief architect of growth, making Tanla one of the largest publicly traded Cloud Communications Company. Tanla flourishes under his business acumen and has turned into one of the successful cloud communication companies in India, with a global presence. Uday is an active member M&A community, actively participating in discussions and talks on M&A opportunities and alliances. | Mr. Deepak Satyaprakash Goyal comes with an experience of more than 25 years in scaling, diversifying, and transforming businesses of different size and scale across the IT and Telecom domain. Mr. Goyal joined Karix Mobile Private Limited (previously known as Air2Web) in 2006 as Vice President - Sales and became COO in the year 2013. He has been instrumental in driving revenue growth and establishing Karix as the market leader in India. Earlier Mr. Goyal worked in General Management roles with companies like Tulip Telecom, Free Markets Inc. and Wyse Technology. Mr Goyal is a Computer Science Engineer from Amravati University. He has also completed MBA in Marketing from Fore School of Management in 1997. |
| Directorship in other Companies including group companies | Karix Mobile Private Limited Tanla Digital Labs Private Limited Tanla Digital (India) Private Limited Tanla Foundation Aparna Colonizers Private Limited Aparna Realty Projects Private Limited Veda Matha Technologies Private Limited Mobile Techsol Private Limited Blue Green Technologies Private Limited G & J Builders Private Limited Timberland Properties Private Limited | Karix Mobile Private Limited |



| | | |
|---|---|--|
| Committee position held in other companies | Member-Audit- CSR- Risk Management Committee - Tanla Platforms Limited Member- CSR Committee -Tanla Digital Labs Private Limited | Member- Risk Management Committee - Tanla Platforms Limited |
| Name of listed entities from which the person has resigned in the past three years | Nil | Nil |
| Number of Shares held in the Company including shareholding as a beneficial owner. | Nil | Nil |
| Disclosure of Inter-se relationship between Directors and KMP's. | Nil | Nil |
| Details of Remuneration sought to be paid and the remuneration last drawn by such person. | Nil | As the terms and conditions of the appointment specified in the Notice (Item No.3) of 25 th AGM of the Company. |
| Number of Board meetings attended during the year. | 4/4 | 4/4 |



Karix Mobile Private Limited
CIN: U70100TG1998PTC054527
Tanla Technology Centre, Hi-Tech City Road, Madhapur, Hyderabad – 500 081.
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FORM NO. MGT- 11
PROXY FORM

[Pursuant to the provisions of Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s): _____ No. of Shares: _____
Registered Address _____ Email Id: _____
Folio No./Client ID: _____ DP ID: _____
I / We being the holder of Shares of Karix Mobile Private Limited, hereby appoint:

1) Mr./Ms..... having email id or failing him

2) Mr./Ms.....having email id or failing him

3) Mr./Ms.....having email id and

as my/our proxy to attend and vote (on a poll/e-voting) either for or against each resolution for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Monday, August 11, 2025 at 10.00 A.M. and at Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500081, any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No | Subject Matter of the Resolution | For | Against |
|--------|---|-----|---------|
| 1 | Adoption of Financial Statements | | |
| 2 | To appoint a director, in place of Mr. D Uday Kumar Reddy (DIN: 00003382) who retires by rotation, and being eligible, offers himself for re-appointment. | | |
| 3. | To appoint Mr. Deepak Satyaprakash Goyal (DIN:01755263) as an Executive Director and Chief Executive Officer of the Company. | | |

.....
Signatures of the member(s)

.....
Signature of first proxy holder
holder

.....
Signature of second proxy holder

.....
Signature of third proxy

| |
|---------------------------------------|
| Affix a Rs.1/- Revenue Stamp |
|---------------------------------------|

Notes:

- Proxy need not be a member of the Company.
- The Proxy Form in order to be effective shall be duly filled in and signed by the member(s) across revenue Stamp and should reach the Company's Registered Office: Karix Mobile Private Limited, Tanla Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500081 at least 48 hours before the commencement of the annual general meeting.
- Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
- It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may think appropriate.



Karix Mobile Private Limited

25th Annual General Meeting - Monday, August 11, 2025 at 10.00 A.M.

Attendance Slip

Folio No./DP ID & Client ID:

No. of shares held:

Name and address of
First/Sole Member:

I certify that I am a member/proxy/authorised representative for the member of the company.

I, hereby record my presence at the 25th Annual General Meeting of the Company held on Monday, August 11, 2025 at 10.00 A.M. at Technology Centre, Hitech City Road, Madhapur, Hyderabad – 500081.

Name of the member/proxy
(in BLOCK letters)

Signature of the member/proxy

Notes:

- 1) Only member/proxy can attend the meeting. No minors would be allowed at the meeting.
- 2) Member/proxy who wish to attend the meeting must bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.
- 3) Member/proxy should bring his/her copy of the annual report for reference at the meeting.



ROUTE MAP TO AGM VENUE

