

AMSTRAD CONSUMER INDIA PRIVATE LIMITED

(Formerly Known as OVOT Private Limited)

NOTICE FOR THE 6th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 6th (Sixth) Annual General Meeting (AGM) of the shareholders of Amstrad Consumer India Private Limited (Formerly known as OVOT Private Limited) (Company) will be held on, **Friday, December 27, 2024**, through video conferencing at **Unit No. G-3070, G – Core, 3rd Floor, Solitaire Business Hub, Viman Nagar, Pune, Maharashtra – 411014** at **6:00 P.M. (IST)**, to transact the following businesses:

AS ORDINARY BUSINESS:

1. TO CONSIDER AND ADOPT THE STANDALONE FINANCIAL STATEMENTS

To consider and adopt the Audited Standalone Financial Statements and of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto and in this regard, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement together with accounting policies and notes forming part of the accounts, as circulated to the shareholders and now laid before the meeting be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Auditors' Report as received from M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (Firm Registration No. 012754N/N500016) and the Directors' Report on the Annual Accounts of the Company for the financial year ended March 31, 2024, as circulated to the shareholders and now laid before the meeting be and are hereby approved and adopted.

RESOLVED FURTHER THAT Mr. Prashant Hotwani, Director and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required in this connection and to sign, execute and file all such form(s), paper(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any two Directors and the Company Secretary of the Company be and are hereby severally authorized to issue a copy of this resolution as certified true copy to the relevant authorities.”

2. TO CONSIDER AND ADOPT THE CONSOLIDATED FINANCIAL STATEMENTS

To consider and adopt the Audited Consolidated Financial Statements and of the Company for the Financial Year ended March 31, 2024 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto and in this regard, if thought fit, to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

Registered Office: Bolhaimata Warehouse, Gut No. 730, Milkat No. 1660 near Bholhai Mata Palace Taluka Haveli, Wade Bholai, Pune, Vadebholhai, Pune, Haveli, Maharashtra, India, 412207

CIN: U31100PN2018PTC179173

Email id: info@amstradworld.com Website: www.amstradworld.com

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“RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, consisting of the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement together with accounting policies and notes forming part of the accounts, as circulated to the shareholders and now laid before the meeting be and are hereby approved and adopted.

RESOLVED FURTHER THAT the Auditors' Report as received from M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants, (Firm Registration No. 012754N/N500016) and the Directors' Report on the Annual Accounts of the Company for the financial year ended March 31, 2024, as circulated to the shareholders and now laid before the meeting be and are hereby approved and adopted.

RESOLVED FURTHER THAT any of the directors and/or the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be required in this connection and to sign, execute and file all such form(s), paper(s) and document(s) as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT any two Directors and the Company Secretary of the Company be and are hereby severally authorized to issue a copy of this resolution as certified true copy to the relevant authorities.”

AS SPECIAL BUSINESS:

3. TO CONSIDER AND REGULARIZE APPOINTMENT OF MR. PRASHANT HOTWANI (DIN: 08865831) AS A DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution, with or without modifications as an **Ordinary Resolution**:

“RESOLVED THAT, Mr. Prashant Hotwani (DIN: 08865831) who was appointed as an Additional Director by the Board of the Company with effect from February 6, 2024, in terms of section 161 of the Companies Act, 2013 and other applicable provisions, and whose term expires at this Annual General Meeting, be and is hereby appointed as a Director of the Company, not liable to retire by rotation.

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RESOLVED FURTHER THAT any two Directors or and/or the Company Secretary of the Company be and are hereby severally authorized to issue certified true copies of these resolutions wherever required, from time to time and to do all such acts, deeds and things, including signing and filing of e-Form with the Registrar of Companies, as may be necessary to give effect to the above resolution.”

**By Order of the Board of Directors
For Amstrad Consumer India Private Limited
(Formerly known as OVOT Private Limited)**

Sd/-

**Hashmita K Saha
Company Secretary
Membership No. ACS 52124**

**Place: Pune
Date: December 19, 2024**

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A. NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts, in respect to the special business as set out above is annexed herewith, as forming part of the Notice.
2. Pursuant to the provisions of the Act, member entitled to attend and vote at the AGM is entitled to attend and vote on his/her behalf and the proxy need not be a member of the company. Since the AGM is being held in accordance with the Circulars through VC, the facility for appointment of proxies by the members will not be available.
3. The Register of Directors will be available for inspection by the Shareholders at the AGM.
4. The Register of contracts or arrangements in which Directors are interested, will be available for inspection by the Shareholders at the AGM.
5. All the documents referred to in the accompanying notice and explanatory statement will be available for inspection at the registered office of the Company between 11:00 a.m. to 5:00 p.m. on any working day prior to the date of the meeting and will also be available on the date of the meeting.
6. Pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/ 2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, General Circular No. 10/ 2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 11/2022 dated December 28, 2022 and General Circular No. 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") issued by the Ministry of Corporate Affairs ("MCA") and in compliance with the provision of the Companies Act, 203, the Company has decided to hold its Annual General Meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue.
7. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of this AGM.
8. In accordance with the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020, issued by the ICSI, the proceedings of this EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of this AGM.
9. In line with the aforesaid MCA Circular, the Notice of this AGM is being sent to Members only through electronic mode to their emails registered with the Company.
10. The AGM Notice will also be available on the Company's website at About Us - Amstrad India (www.amstradworld.com)

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11. Since this AGM will be held through VC/OAVM, the requirement of physical attendance of Members has been dispensed with. Accordingly, in terms of the MCA Circular, the facility for appointment of Proxies by the Members will not be available for this AGM and hence, the Proxy Form, Attendance Slip and Route Map to AGM venue are not annexed to this Notice.
12. The attendance of Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Corporate Members intending their authorized representative to attend the AGM are required to send a duly certified scanned copy of its Resolution authorizing them to attend and vote through VC/OAVM on their behalf at the AGM by e-mail to cs.acil@amstradworld.com.
14. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., December 27, 2024.
15. Members seeking to inspect such documents can send an email to cs.acil@amstradworld.com
16. Members who would like to express their views or ask questions during the AGM may raise the same at the meeting or send them in advance (mentioning their name and folio no.), at least 3 days prior to the date of the AGM at to cs.acil@amstradworld.com.
17. Since the Company is not required to conduct e-voting, the voting at the meeting shall be conducted through a show of hands, unless demand for a poll is made by any Member in accordance with Section 109 of the Act. In case of a poll on any resolution at the AGM, Members are requested to convey their vote by e-mail at cs.acil@amstradworld.com.
18. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., December 27, 2024. Members seeking to inspect such documents can send an email to cs.acil@amstradworld.com.
19. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting ("AGM") in respect of Item No. 3 is annexed hereto and forms part of notice.

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B. Instructions for joining the EGM through VC/ OAVM are as follows:

1. As the AGM will be conducted through Zoom Application, Zoom Meeting invite will be sent to the registered emails of the authorised representatives of the Members, closer to the date of the AGM.
2. At the bottom of the email, there will be an option to Join Zoom Meeting. Click on the said link.
3. Download the Zoom app on your PC/tablet/Phone (if not done earlier) and keep it ready.
4. In case you have Zoom app on your system/device, it will direct you to Zoom app to connect the meeting. Thereafter, click Join now tab to join the meeting.
5. In case, you do not have/fail to configure Zoom app on your system/device by any chance, then you can join through web page instead. Kindly click on Join on the web. Thereafter, a new web page will open, wherein you need to write your name and click on Join now tab and wait therein, the Organiser will accept and allow you to join the meeting.

C. Instructions for members/participants for attending the AGM through VC/ OAVM are as under:

1. Facility of joining the AGM through VC / OAVM shall be open 15 (fifteen) minutes prior to the scheduled time of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time.
2. Participants/ members are requested to join the meeting at least 15 minutes in advance to test the link before the start of the meeting and complete all the testing and logistic issues.
3. Members joining the AGM from their mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable WiFi or LAN connection to mitigate any kind of aforesaid glitches.
4. Members are encouraged to express their views/ or ask questions after completion of particular agenda to ensure smooth and orderly flow of the meeting.
5. Please ensure that no person other than the invited participants have access to this AGM.
6. We recommend do not use / join through web-version because it may have voice and video quality issue. If you are unable to download the Zoom app, please reach out to IT team / Organiser for assistance at the earliest.
7. If you need any assistance before or during the meeting you can reach out to cs.acil@amstradworld.com

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special business set out in the accompanying notice of the AGM of the Members of the Company.

Item No. 3

Pursuant to the provisions of Section 161 of the Act, Mr. Prashant Hotwani (DIN: 08865831) was appointed as Additional Director of the Company w.e.f. February 6, 2024 till the date of this AGM.

Mr. Prashant Hotwani brings rich and varied experience to the Board and also fulfills the conditions specified in the Act. Therefore, in terms of applicable provisions of the Act and the Rules made thereunder, your directors propose to regularize the appointment of Mr. Prashant Hotwani as Director of the Company. As per the provisions of the Companies Act, 2013, consent of members is required for the purpose of regularizing his appointment as a Director of the Company.

In this regard, the Company had earlier received the following from Mr. Prashant Hotwani:

- a. Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- b. Intimation to the effect that he was not disqualified to be appointed as a Director in Form DIR-8, in terms of Section 164(2) of the Act; and
- c. Disclosure of Interest in Form MBP-1, pursuant to Section 184(1) of the Act read with Rule 9(1) of Companies (Meeting of Board and its Powers) Rules, 2014.

All the documents are available for inspection during business hours on any working day at the registered office of the Company, and copies thereof shall also be made available for inspection at the corporate office and also at the meeting.

Apart from Mr. Prashant Hotwani, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or intended whether financially or otherwise, in the resolution set out at item no. 3 of the notice.

By Order of the Board of Directors
For Amstrad Consumer India Private Limited
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Sd/-

Hashmita K Saha
Company Secretary
Membership No. ACS 52124

Place: Pune

Date: December 19, 2024

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ATTENDANCE SLIP

I hereby record my presence at the **6th (Sixth) Annual General Meeting** of the Company held on **Friday, December 27, 2024 at 6.00 p.m.** at **Unit No. G-3070, G – Core, 3rd Floor, Solitaire Business Hub, Viman Nagar, Pune, Maharashtra – 411014.**

Full name of the shareholder _____

Signature _____

Folio No. _____

DP Id _____ Client ID _____

Full name of the Proxy _____

Signature _____

* Attendance will be taken Physically and Virtually as when required.

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