

AMSTRAD CONSUMER INDIA PRIVATE LIMITED

(Formerly Known as OVOT Private Limited)

NOTICE IS HEREBY GIVEN THAT THE 05/2024-25 EXTRA-ORDINARY GENERAL MEETING OF EQUITY SHAREHOLDERS OF AMSTRAD CONSUMER INDIA PRIVATE LIMITED (FORMERLY KNOWN AS OVOT PRIVATE LIMITED) WILL BE HELD ON FRIDAY, JANUARY 3, 2025 THROUGH VIDEO CONFERRING AT UNIT NO. G-3070, G – CORE, 3RD FLOOR, SOLITAIRE BUSINESS HUB, VIMAN NAGAR, PUNE, MAHARASHTRA – 411014 AT 6:00 P.M.

Special Business

AGENDA ITEM NO. 1

APPROVAL AND ADOPTION OF THE RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013 (“Act”) read with Rule 10 of the Companies (Incorporation) Rules, 2014 made thereunder and all such other applicable provisions of the Act, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), pursuant to the terms of the Investment Agreement entered into by and amongst the Company, Core Management Team and their affiliates and Hella Infra Market Limited dated November 16, 2024 (“**Investment Agreement**”) and the recommendation made by the Board of Directors of the Company (“**Board**”), at its meeting held on December 26, 2024 consent of the members be and is hereby accorded to alter and replace the existing articles of association of the Company in the manner provided with the restated articles of association of the Company which incorporates the provisions of the Investment Agreement and as placed before the members and that the amended articles be and are hereby approved and adopted in substitution for, and to the entire exclusion, of the existing articles of association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, any one of the Director and/or Company Secretary of the Company, be and are hereby authorized to file form MGT-14 and such other forms and returns as may be required with the Register of Companies and to do all such acts, deeds, matters and things whatsoever, including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT a certified true copy of the resolution signed by any director and /or company secretary of the Company be provided to anyone concerned or interested in the matter.”

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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AGENDA ITEM NO. 2

APPOINTMENT OF MR. ROHIT MATHUR AS THE DIRECTOR OF THE COMPANY:

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

Pursuant to the terms of the Investment Agreement entered into by and amongst the Company, Core Management Team and their affiliates and Hella Infra Market Limited dated November 16, 2024 (“Investment Agreement”), Hella Infra Market Limited has decided to exercise its right under the Investment Agreement to nominate Mr. Rohit Mathur (DIN: 10860476), as the director to be appointed on the Board of the Company.

“**RESOLVED THAT** in accordance with Sections 149, 152 and 161 and all other applicable provision of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules framed thereunder (including any amendment, modification or re-enactment thereof for the time being in force), the articles of association of the Company, and the approval granted by the Board on December 26, 2024, consent of the members of the Company, be and is hereby granted to appoint Mr. Rohit Mathur (DIN: 10860476), as the director on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board has received the consent in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 from Mr. Rohit Mathur to the effect that he is not disqualified to act as a nominee director under Section 164(2) of the Companies Act, 2013, and a disclosure of interest in other entities in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to sign and file necessary forms with the Registrar of Companies in connection with such appointment, and to do all such other acts, matters, deeds and things as may be deemed necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution, and to comply with all other requirements in this regard, including entering the name Mr. Rohit Mathur in the Register of Directors of the Company.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors or the Company Secretary of the Company, may be furnished to any relevant person(s)/authority(ies) as and when required.”

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AGENDA ITEM NO. 3

APPOINTMENT OF MS. AARTI SHARDA AS THE DIRECTOR OF THE COMPANY:

Pursuant to the terms of the Investment Agreement entered into by and amongst the Company, Core Management Team and their affiliates and Hella Infra Market Limited dated 16th November, 2024 (“**Investment Agreement**”), Hella Infra Market Limited has decided to exercise its right under the Investment Agreement to nominate Ms. Aarti Sharda (DIN: 07644614), as the director to be appointed on the Board of the Company.

“**RESOLVED THAT** in accordance with Sections 149, 152 and 161 and all other applicable provision of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable rules framed thereunder (including any amendment, modification or re-enactment thereof for the time being in force), and the articles of association of the Company, and the approval granted by the Board on December 26, 2024, consent of the members of the Company, be and is hereby granted to appoint Ms. Aarti Sharda (DIN: 07644614), as the director on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board has received the consent in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014 as well as intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 from Ms. Aarti Sharda (DIN: 07644614) to the effect that he is not disqualified to act as a nominee director under Section 164(2) of the Companies Act, 2013, and a disclosure of interest in other entities in Form MBP-1 pursuant to Section 184 of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to sign and file necessary forms with the Registrar of Companies in connection with such appointment, and to do all such other acts, matters, deeds and things as may be deemed necessary or desirable in connection with or incidental to giving effect to the purpose of the above resolution, and to comply with all other requirements in this regard, including entering the name of Ms. Aarti Sharda (DIN: 07644614) in the Register of Directors of the Company.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by Directors or the Company Secretary of the Company, may be furnished to any relevant person(s)/authority(ies) as and when required.”

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

Date: 26.12.2024

Place: Pune

A. Notes:

1. 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, 2013, the Company has decided to hold its Extra-Ordinary General Meeting (EGM) through video conferencing (VC) or other audio visual means (OAVM), without physical presence of the Members at a common venue.
2. 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 EGM.
3. 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 EGM.
4. In line with the aforesaid MCA Circular, the Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company.
5. The EGM Notice will also be available on the Company's website at [About Us - Amstrad India \(amstradworld.com\)](https://www.amstradworld.com)
6. Since this EGM 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

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appointment of Proxies by the Members will not be available for this EGM and hence, the Proxy Form, Attendance Slip and Route Map to EGM venue are not annexed to this Notice.

7. The attendance of Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Corporate Members intending their authorized representative to attend the EGM 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 EGM by e-mail to cs.acil@amstradworld.com.
9. 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 EGM, i.e., 3rd January, 2025.
10. Members seeking to inspect such documents can send an email to cs.acil@amstradworld.com.
11. Members who would like to express their views or ask questions during the EGM 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 EGM at to cs.acil@amstradworld.com.
12. 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 EGM, Members are requested to convey their vote by e-mail at cs.acil@amstradworld.com.
13. 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 EGM, i.e., 3rd January, 2025. Members seeking to inspect such documents can send an email to cs.acil@amstradworld.com.
14. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM") in respect of Item No. 1 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 EGM 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 EGM.
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 EGM through VC/ OAVM are as under:

1. Facility of joining the EGM 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 EGM 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 EGM.

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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 of Companies Act, 2013

Agenda Item No. 1: Approval and adoption of the restated Articles of Association of the Company:

The members of the Company are informed as per the provisions of the Investment Agreement entered into by and amongst the Company, Core Management Team and their affiliates and Hella Infra Market Limited dated 16th November, 2024 the existing Part B of the Articles of Association of the Company is required to be altered. In this regard the Board has proposed for the amendment and restatement of the Articles of Association of the Company.

The Board at its meeting held on 26th December, 2024 has, subject to the approval of the members of the Company, approved the amendment of the Articles of Association of the Company.

None of the Directors and Promoters, Key Managerial Personnel are concerned or interested in the offer, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval by the members of the Company.

Agenda Item No. 2: Appointment of Mr. Rohit Mathur as the Director of the Company

To give effect to the provisions of the Investment Agreement entered into by and amongst the Company, Core Management Team and their affiliates and Hella Infra Market Limited dated 16th November, 2024 ("**Investment Agreement**"), Hella Infra Market Limited has decided to exercise its right under the Investment Agreement to nominate Mr. Rohit Mathur (DIN: 10860476), as the director to be appointed on the Board of the Company.

The appointment of Mr. Rohit Mathur (DIN: 10860476), as the director of the Company in terms of the Companies Act, 2013, requires the members of the Company to approve the same.

The Board at its meeting held on December 26, 2024 had approved the appointment of Mr. Rohit Mathur (DIN: 10860476), as, as set out in item no. 2 of the Notice as a special resolution.

Item No. 3: Appointment of Ms. Aarti Sharda as the Director of the Company

To give effect to the provisions of the Investment Agreement entered into by and amongst the Company, Core Management Team and their affiliates and Hella Infra Market Limited dated 16th November, 2024 ("**Investment Agreement**"), Hella Infra Market Limited has decided to exercise its right under the Investment Agreement to nominate Ms. Aarti Sharda (DIN: 07644614), as the director to be appointed on the Board of the Company.

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The appointment of Ms. Aarti Sharda (DIN: 07644614), as the director of the Company in terms of the Companies Act, 2013, requires the members of the Company to approve the same.

The Board at its meeting held on December 26, 2024 had approved the appointment of Ms. Aarti Sharda (DIN: 07644614), as, as set out in item no. 3 of the Notice as a special resolution.

**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
Date: 26.12.2024
Place: Pune**

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