

NOTICE IS HEREBY GIVEN THAT THE 06/2024-25 EXTRA-ORDINARY GENERAL MEETING OF EQUITY SHAREHOLDERS OF AMSTRAD CONSUMER INDIA PRIVATE LIMITED (FORMERLY KNOWN AS OVOT PRIVATE LIMITED) WILL BE HELD ON MONDAY, FEBRUARY 17, 2025 THROUGH VIDEO CONFERENCING AT UNIT NO. G-3070, G – CORE, 3RD FLOOR, SOLITAIRE BUSINESS HUB, VIMAN NAGAR, PUNE, MAHARASHTRA – 411014 AT 4:00 P.M.

**Ordinary Business**

**AGENDA ITEM NO. 1**

**APPROVAL OF APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014 (the Rules) including any statutory modification or amendment thereto or re-enactment thereof for the time being in force and pursuant to the recommendation made by the Board of Directors through resolution passed on February 8, 2025, M/s Walker Chandio & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 001076N/N500013), be and are hereby appointed as Statutory Auditors of the Company in place of M/s Price Waterhouse Chartered Accountants LLP, Pune (Firm Registration No. - 012754N/N500016), whose term has expired at the conclusion of the Sixth Annual General Meeting of the Company held on December 27, 2024.

**RESOLVED FURTHER THAT** M/s Walker Chandio & Co. LLP, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Seventh Annual General Meeting and that they shall conduct the Statutory Audit for the year ended March 31, 2025 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Board of Directors.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of the Company be and are hereby authorised to do all such acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions.”

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

**Madhur Sharma  
Company Secretary  
Membership No. ACS 74563  
Date: February 8, 2025  
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/about-us)
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 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](mailto: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 EOGM, i.e., February 17, 2025.
10. Members seeking to inspect such documents can send an email to [cs.acil@amstradworld.com](mailto: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](mailto: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](mailto: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., February 17, 2025. Members seeking to inspect such documents can send an email to [cs.acil@amstradworld.com](mailto: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.

**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. Download the Zoom app on your PC/tablet/Phone (if not done earlier) and keep it ready.
3. 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.
4. 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.
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](mailto:cs.acil@amstradworld.com).

**Explanatory Statement pursuant to section 102 of Companies Act, 2013**

**Agenda Item No. 1: Appointment of Statutory Auditor of the Company:**

The members of the Company are informed that M/s Price Waterhouse Chartered Accountants LLP, Pune (Firm Registration No. - 012754N/N500016) have completed their term of five years at the Sixth Annual General Meeting of the Company held on December 27, 2024. This has resulted into a vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139 of the Companies Act, 2013. The Board of Directors of the Company recommended the appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 001076N/N500013) as the Statutory Auditors of the Company. Accordingly, shareholders' approval by way of ordinary resolution is sought M/s Walker Chandiok & Co. LLP, Chartered Accountants, Mumbai (Firm Registration No. 001076N/N500013), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013 and have given a certificate that firm complies with all eligibility norms prescribed regarding appointment of statutory auditors.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 1 of the notice as an ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives) are concerned or interested in the said resolution.

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

**Madhur Sharma  
Company Secretary  
Membership No. ACS 74563  
Date: February 8, 2025  
Place: Pune**