



**ADDENDUM TO THE NOTICE OF 01/2025-2026 EXTRA ORDINARY GENERAL MEETING OF AMSTRAD  
CONSUMER INDIA PRIVATE LIMITED**

**Addendum to the Notice dated March 9, 2026 convening 01/2025-2026 Extra-ordinary General Meeting of Amstrad Consumer India Private Limited scheduled to be held on Tuesday, March 31, 2026 at Bolhaimata Warehouse Gut No- 730, Milkat No 1660 Near Bholhai Mata Palace Taluka Haveli Wade Bholhai Pune 412207 Maharashtra India at 4:00 P.M.**

The following item of business is added in the aforesaid Notice as Item No. 4 as a Special Business and this addendum shall be deemed to be an integral part of the original Notice dated March 9, 2026 and the notes provided therein. Attention of the shareholders is specifically drawn to the attached explanatory statement to explain the background of the proposal:

**SPECIAL BUSINESS**

**AGENDA ITEM NO. 4**

**APPOINTMENT OF MR. SANDEEP MADHAV GHODKE (DIN: 11637217), AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR A PERIOD OF 5 (FIVE) YEARS.**

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

**“RESOLVED THAT**

(a). pursuant to:

- (i) the provisions of sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, read along with the rules framed thereunder (including any statutory modifications, amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India) (“Act”);
- (ii) the provisions of Memorandum of Association and Articles of Association of the Company;
- (iii) the declaration pertaining to the criteria of independence as provided under section 149 of the Act, for a term of 5 (five) consecutive years *w.e.f.* from March 30, 2026 to March 29, 2031, and;
- (iv) the requisite disclosures under the Act viz. consent for appointment as Independent Director of the Company in the prescribed Form DIR-2, declaration of disqualification in the prescribed Form DIR-8 and declaration of interest in the prescribed Form MBP-1 (*to be considered with effect from the appointment*), furnished by Mr. Sandeep Madhav Ghodke (DIN: 11637217), as placed at the meeting;

**AMSTRAD CONSUMER INDIA PRIVATE LIMITED (Formerly known as “OVOT Private Limited”)**

Registered Office: Gat No-730, Milkat No. 1660, Near Bolhai Mata Palace, Wade Bolhai, Taluka Haveli, Pune, Maharashtra - 412207

Email Id: info@amstradworld.com | Website: www.amstradworld.com

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- (b). the recommendation made by the Board of Directors of the Company (“**Board**”) at its meeting dated March 30, 2026; and
- (c). subject to regulatory approvals, if any, and consent of members of the Company at a general meeting;

the consent of the members of the Company be and is hereby accorded to the appointment of by Mr. Sandeep Madhav Ghodke (DIN: 11637217) as an Independent Director of the Company with effect from March 30, 2026, for a period of 5 (five) consecutive years i.e. till March 29, 3031, on such terms and conditions as may be agreed between the Board and the Independent Director.

**RESOLVED FURTHER THAT** any of the Directors or the Company Secretary of the Company, be and are hereby severally authorised to execute and file necessary forms and other necessary documents as may be required by the statutory authorities including with Registrar of Companies including but not limited of filing e-forms, make suitable entries in the statutory registers and all other relevant records and to submit all documents to the concerned authorities in this behalf and to do all such acts, deeds and things as may be necessary to give effect this resolution.

**RESOLVED FURTHER THAT** all Directors and the Company Secretary of the Company be and are hereby severally authorised to certify a copy of this resolution and issue the same to all concerned parties.”

**By Order of the Board of Directors  
For Amstrad Consumer India Private Limited**

S/d

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**Madhur Sharma**  
**Company Secretary**  
**Membership No. ACS 74563**  
**Address: Flat No. 204, Kapil Woodrow Estate,**  
**Phase – B, Azad Nagar, Wanowrie,**  
**Pune Maharashtra - 411040**

**Date: March 30, 2026**  
**Place: Pune**

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**AMSTRAD**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013, ("EXPLANATORY STATEMENT") IS ENCLOSED HEREWITH.

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

**Agenda Item No. 4: Appointment of Mr. Sandeep Madhav Ghodke (DIN: 11637217) as an Independent Director of the Company for a period of 5 (Five) years:**

The Board of Directors has appointed Mr. Sandeep Madhav Ghodke (DIN: 11637217), as an Additional Director of the Company and also as an Independent Director, for a term of five years from March 30, 2026 to March 29, 2031 (both days inclusive), subject to approval of the shareholders. The approval of the shareholders is sought for his appointment as an Independent Director of the Company. Mr. Sandeep Madhav Ghodke is eligible to be appointed as an Independent Director and has also consented to act as an Independent Director of the Company. In the opinion of the Board, Mr. Sandeep Madhav Ghodke fulfils the conditions for appointment as an Independent Director and meets the requirements of independence as specified in the Articles of Association of the Company.

Additional details of Mr. Sandeep Madhav Ghodke's, as required pursuant to Secretarial Standard 2 on General Meeting, have been given in the Annexure to this Notice.

The Board believes that Mr. Sandeep Madhav Ghodke's knowledge and experience will be of immense value to the Company and recommends the passing of the resolution set out in Item No. 4 of the Notice as a Special 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**

S/d

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**Madhur Sharma  
Company Secretary  
Membership No. ACS 74563  
Address: Flat No. 204, Kapil Woodrow Estate,  
Phase – B, Azad Nagar, Wanowrie,  
Pune Maharashtra - 411040**

**Date: March 30, 2026  
Place: Pune**

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**ANNEXURE**

Information as required under Clause 1.2.5 of SS-2 is given hereunder:

Particulars	Remarks
<b>Name</b>	Sandeep Madhav Ghodke
<b>DIN</b>	11637217
<b>Age</b>	59 years
<b>Qualification</b>	<p>a) MBA (Marketing) – Institute of Management Development &amp; Research, Pune (1991)</p> <p>b) B.E. (Electronics &amp; Communication) – College of Engineering, Pune (1987)</p> <p>c) Strategic Leadership Development Program – IIM Bangalore (2012)</p> <p>d) Management Development Program – Tata Management Training Centre (1994)</p>
<b>Experience</b>	<p>He has a 37+ years experience in sales, business development and strategic partnerships. He is an expert in revenue growth, go-to-market strategies and customer success.</p> <p><b>1.Senior Vice President – Strategic &amp; Large Accounts (Enterprise Business) - Reliance Jio Infocomm Ltd (April 2020 to September 2024)</b></p> <ul style="list-style-type: none"> <li>• Led Enterprise Business unit, driving annual new business acquisition of INR 250 Cr.</li> <li>• Developed industry-specific digital transformation solutions, integrating IoT, Cloud and Connectivity services.</li> <li>• Oversaw revenue strategies, pricing models and solution delivery frameworks.</li> <li>• Spearheaded customer success initiatives, enhancing client relationships at the CXO level.</li> </ul> <p><b>2.Executive Sr. VP &amp; Business Head – Enterprise, Data Centre &amp; Carrier Business Reliance Communications Ltd (November 2002 to April 2020)</b></p> <ul style="list-style-type: none"> <li>• Managed P&amp;L for a business unit with INR 2,100 Cr revenue and INR 800 Cr EBITDA.</li> <li>• Led pricing, contract negotiations and sales strategy for enterprise and data centre business.</li> <li>• Directed large cross-functional teams, overseeing commercial operations and governance.</li> <li>• Served as Key Managerial Person (KMP) during Corporate Insolvency Resolution Process.</li> </ul> <p><b>3.Business Unit Manager – Mustafa Sultan Enterprises, Oman (December 1995 to October 2002)</b></p> <ul style="list-style-type: none"> <li>• Established and scaled business operations, growing revenue to USD 12 (million)</li> </ul>

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	<ul style="list-style-type: none"> <li>• Led large telecom infrastructure projects, including VSAT networks and satellite communications.</li> <li>• Built strategic partnerships with global technology providers.</li> </ul> <p><b>4. Regional Sales Manager – Tata Telecomm Ltd (Now Black Box Ltd) (July 1987 to December 1995)</b></p> <ul style="list-style-type: none"> <li>• Managed sales operations for Western India, achieving consistent revenue growth.</li> <li>• Led key enterprise solutions sales, including telecom and networking technologies.</li> <li>• Recognized for leadership excellence and awarded Best Region Award multiple times.</li> </ul>
<b>Terms and Conditions of Appointment</b>	To be appointed as a non-executive director of the Company.
<b>Details of Remuneration sought to be paid</b>	Sitting fees for attending Board and Committee meetings of the Company, reimbursement of expenses for attending Board and Committee meetings as applicable and payment of remuneration by way of commission.
<b>Details of remuneration last drawn</b>	None
<b>Date of first appointment on the Board</b>	March 30, 2026
<b>Shareholding in the Company</b>	Nil
<b>Relationship with other Directors, Manager and other Key Managerial Personnel</b>	None
<b>Number of Board Meetings attended during FY 2025-2026 (Till date)</b>	Not Applicable
<b>Other Directorship (Excluding Amstrad Consumer India Private Limited)</b>	None
<b>Membership/Chairmanship of Committees of other Board</b>	Nil

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**ATTENDANCE SLIP**

I hereby record my presence at the 01/2025-2026 Extra Ordinary General Meeting held on Tuesday, March 31, 2026 at 4:00 P.M. at Registered office of the Company.

Member's Folio No.	
Name of Member / Proxy Holder	
No. of Shares held	
Members / Proxy Holders Signature	

**NOTES:**

1. Members / Proxy Holders are requested to produce the attendance slip duly signed for admission to the meeting hall.
2. Formal system of entry will be strictly adhered.

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**PROXY FORM**

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

**CIN:** U31100PN2018PTC179173

**Name of the Company:** Amstrad Consumer India Private Limited

**Registered Office:**

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/We, being the member (s) of ..... shares of the above-named company, hereby appoint

1. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him
2. Name: .....  
Address:  
E-mail Id:  
Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 01/2025-2026 Extra Ordinary general meeting of the company, to be held on Tuesday, March 31, 2026 at 4:00 P.M at Registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolutions:**

Resolution No.	Particulars	Type of Resolution
1.	Appointment of Mr. Sandeep Madhav Ghodke (DIN: 11637217) as an Independent Director of the Company for a period of 5 (Five) years	Special

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Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2026  
Signature of shareholder

Signature of Proxy holder(s)

Affix one Rupee Revenue Stamp
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**Note:** This form of proxy in order to be effective should be duly completed and deposited at the registered office of the company, not less than 48 hours before the commencement of the meeting.

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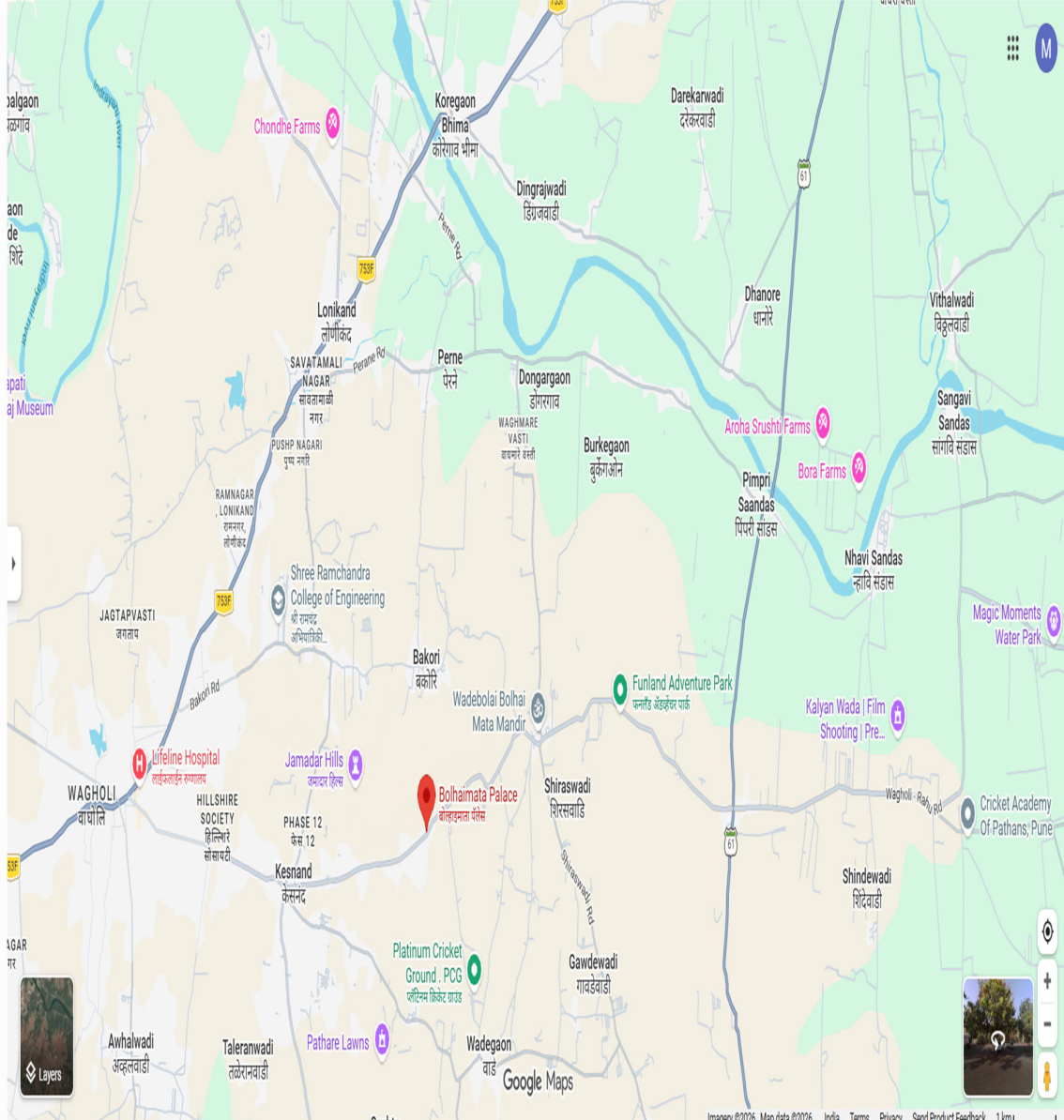
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**ROUTE MAP FOR 01/2025-2026 EXTRA ORDINARY GENERAL MEETING OF  
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