NOTICE FOR THE 8th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 8th (Eighth) Annual General Meeting (AGM) of the shareholders of Amstrad Consumer India Private Limited (Company) will be held on, **Wednesday**, **September 30, 2026**, through video conferencing at **Unit No. G-3070, G – Core, 3rd Floor, Solitaire Business Hub, Viman Nagar, Pune, Maharashtra – 411014** at **5:00 P.M. (IST)**, to transact the following businesses:

1. **TO CONSIDER AND ADOPT THE FINANCIAL STATEMENTS**

   To consider and adopt the Audited Financial Statements and of the Company for the Financial Year ended March 31, 2026 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 Financial Statements of the Company for the financial year ended March 31, 2026, 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. P. Somani & Co, Chartered Accountants, (Firm Registration No. 130819W) and the Directors' Report on the Annual Accounts of the Company for the financial year ended March 31, 2026, 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.

2. **TO CONSIDER AND APPROVE THE APPOINTMENT OF M/S. P. SOMANI & CO., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY TO FILL THE CASUAL VACANCY CAUSED BY RESIGNATION OF THE EXISTING STATUTORY AUDITORS**

   To consider and appoint M/s. P. Somani & Co., Chartered Accountants (Firm Registration No. 130819W) as the statutory auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Walker Chandiok and Co. LLP, Chartered Accountants (Firm's Registration No. FRN 001076N/N500013) to authorise Board of Directors to fix their remuneration, and in this regard, to consider 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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, the appointment of M/s. P. Somani & Co., Chartered Accountants (Firm Registration No. 130819W), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm Registration No. FRN 001076N/N500013), as approved by the Board of Directors at its meeting held on August 31, 2026, be and is hereby approved.

RESOLVED FURTHER THAT M/s. P. Somani & Co., Chartered Accountants, shall hold office as the Statutory Auditors of the Company from August 31, 2026, until the conclusion of this Annual General Meeting, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any of the Directors or Mr. Sanjeev Mittal, Chief Financial Officer or Ms. Madhur Sharma, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors or Mr. Sanjeev Mittal, Chief Financial Officer or Ms. Madhur Sharma, 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.**"**

3. TO CONSIDER AND APPOINT M/S. P. SOMANI & CO., CHARTERED ACCOUNTANTS AS THE STATUTORY AUDITORS OF THE COMPANY

To consider and appoint M/s. P. Somani & Co., Chartered Accountants (Firm Registration No. 130819W), as the statutory auditors of the Company and to authorise Board of Directors to fix their remuneration, and in this regard, to consider 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(1) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and based on the recommendation of the Audit Committee, the consent of the Board of Directors and subject to the provisions of the Act, M/s. P. Somani & Co., Chartered Accountants (Firm Registration No. 130819W), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2031, for a term of five consecutive years, at such remuneration as may be determined by the Board of Directors in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any of the Directors or Mr. Sanjeev Mittal, Chief Financial Officer or Ms. Madhur Sharma, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors or Mr. Sanjeev Mittal, Chief Financial Officer or Ms. Madhur Sharma, 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.**"**

4. TO APPOINT A DIRECTOR IN PLACE OF MR. MAHESHKUMAR MUKHANATH YADAV (DIN: 07024288), WHO RETIRES BY ROTATION AT THIS MEETING AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT

To appoint Mr. Maheshkumar Mukhanath Yadav (DIN: 07024288), who retires by rotation, as a Director and in this regard, to consider and if thought fit, and to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, Mr. Maheshkumar Mukhanath Yadav (DIN: 07024288), who retires by rotation at this Annual General Meeting and being eligible, has offered himself/herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Mr. Sanjeev Mittal, Chief Financial Officer or Ms. Madhur Sharma, Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT any of the Directors or Mr. Sanjeev Mittal, Chief Financial Officer or Ms. Madhur Sharma, 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.**"**

By Order of the Board of Directors

For Amstrad Consumer India Private Limited

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Madhur Sharma

Date: September 8, 2026

Company Secretary

Place: Pune

Membership No. ACS 74563

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 concerning the statutory auditor's appointment to fill casual vacancy as set out above is annexed herewith, as forming part of the Notice.**

2. **The Ministry of Corporate Affairs ("MCA") has, vide its General Circular dated September 22, 2025 read together with circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be Unit No. G-3070, G – Core, 3rd Floor, Solitaire Business Hub, Viman Nagar, Pune, Maharashtra – 411014.**

3. **Generally, a member entitled to attend and vote at 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. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.**

4. **Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.**

5. **The Register of Directors will be available for inspection by the Shareholders at the AGM.**

6. **The Register of contracts or arrangements in which Directors are interested, will be available for inspection by the Shareholders at the AGM.**

7. **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.**

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 AGM 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)

11. 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.

12. 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 .

13. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member/beneficial owners (in case of electronic shareholding) as on the Cut-off date i.e. September 8, 2026. The person who is not a member as on the Cut-off Date should treat this Notice for information purpose only.

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., September 30, 2026.

15. Members seeking to inspect such documents can send an email to cs.acil@amstradworld.com

16. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote during the AGM.

17. 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 .

18. 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 .

19. 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., September 30, 2026. Members seeking to inspect such documents can send an email to cs.acil@amstradworld.com

A. 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.

B. 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 .

Explanatory Statement pursuant to section 102 of Companies Act, 2013

Agenda Item No. 2: To consider and approve the appointment of M/s. P. Somani & Co., Chartered Accountants as the statutory auditors of the Company to fill the casual vacancy caused by resignation of the existing statutory auditors

M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm's Registration No. FRN 001076N/N500013), the existing Statutory Auditors of the Company, have tendered their resignation from the office of Statutory Auditors of the Company with effect from August 21, 2026, resulting in a casual vacancy in the office of Statutory Auditors of the Company.

Pursuant to Section 139(8) of the Companies Act, 2013, the casual vacancy arising due to the resignation of the Statutory Auditors is required to be filled by the Board of Directors within thirty days and the appointment is required to be approved by the members at a general meeting convened within three months of the recommendation of the Board.

The Audit Committee, at its meeting held on August 27, 2026, considered and recommended the appointment of M/s. P. Somani & Co., Chartered Accountants (Firm Registration No. 130819W), to fill the casual vacancy arising due to the resignation of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm's Registration No. FRN 001076N/N500013).

Based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 31, 2026, appointed M/s. P. Somani & Co. as the Statutory Auditors of the Company to fill the said casual vacancy, subject to approval of the members.

M/s. P. Somani & Co. have furnished their written consent and eligibility certificate confirming that their appointment is in accordance with the applicable provisions of the Companies Act, 2013 and that they are eligible for appointment and are not disqualified under Section 141 of the Act.

The Board of Directors recommends the resolution set out at Item No. 2 for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

Agenda Item No. 3: To consider and appoint M/s. P. Somani & Co., Chartered Accountants as the statutory auditors of the Company

M/s. P. Somani & Co., Chartered Accountants (Firm Registration No. 130819W), have been appointed by the Board of Directors to fill the casual vacancy in the office of Statutory Auditors caused by the resignation of M/s. Walker Chandiok & Co. LLP, Chartered Accountants (Firm's Registration No. FRN 001076N/N500013).

The Audit Committee, at its meeting held on September 7, 2026, considered and recommended the appointment of M/s. P. Somani & Co. as the Statutory Auditors of the Company for a term of five consecutive years.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on September 7, 2026 had proposed the appointment of M/s. P. Somani & Co., Chartered Accountants (Firm Registration No. 130819W), as the Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of the 13th Annual General Meeting of the Company to be held in the year 2031.

M/s. P. Somani & Co. have furnished their written consent and eligibility certificate confirming their eligibility and compliance with the applicable provisions of Sections 139 and 141 of the Companies Act, 2013 and the rules made thereunder.

The Board of Directors recommends the resolution set out at Item No. 3 for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the said resolution.

By Order of the Board of Directors

For Amstrad Consumer India Private Limited

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Madhur Sharma

Date: September 8, 2026 **Company Secretary**

Place: Pune **Membership No. ACS 74563**

ANNEXURE

DETAILS OF DIRECTORS SEEKING REAPPOINTMENT

(Pursuant to Secretarial Standard - 2 on General Meetings)

Name of the Director	**Maheshkumar Mukhanath Yadav**
Director Identification Number (DIN)	07024288
Designation and Category of Director	Director – Non-Executive
Date of birth and age	May 28, 1984 (42 years)
Date of first appointment	November 24, 2025
Qualifications	Mr. Maheshkumar Mukhanath Yadav is a Commerce Graduate (B. Com)
Brief profile	Mr. Maheshkumar Mukhanath Yadav has vast experience in corporate governance and business management. He has served as a Director and Nominee Director in several companies across the ceramics, construction materials, and infrastructure sectors. He brings expertise in strategic oversight, financial understanding, and operational management.
Expertise in specific functional areas	Mr. Maheshkumar Mukhanath Yadav has vast experience in corporate governance and business management.
Terms and conditions of appointment/ re-appointment	Appointed as a Director liable to retire by rotation.
Number of Meetings of the Board attended during the financial year 2025-26	No. of Board Meetings held – 10 (Ten) No. of Board Meetings attended – 5 (Five)
Directorships held in other companies (excluding Foreign Companies) as on date	• Hella Infra Market Steel Private Limited • Sociam Equipment Solutions Private Limited • Hella Infra Market Retail Private Limited • Millenium Papers Private Limited
Listed Entities from which he has resigned as Director in past 3 years	• Hella Infra Market Steel Private Limited • Ketan Construction Limited • Emcer Tiles Private Limited • Millennium Inframarket Tbs Private Limited • Millennia Ceramica Private Limited • Clan Vitrified Private Limited • Millennium Cera Tiles Private Limited • Millennium Granito India Private Limited • Millennia Tiles Private Limited • Acer Granito Private Limited • Millenium Papers Private Limited • Millennium Vitrified Tiles Private Limited
Memberships / Chairpersonship of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	Nil

Details of remuneration sought to be paid	Nil
No. of shares held in the Company including shareholding as beneficial owner as on March 31, 2026	Nil
Disclosure of relationship with other Directors / Manager / Key Managerial Personnel / relationships between Directors inter-se	Not related to any other Director / Manager / Key Managerial Personnel.

By Order of the Board of Directors

For Amstrad Consumer India Private Limited

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Madhur Sharma

Date: September 8, 2026 **Company Secretary**

Place: Pune **Membership No. ACS 74563**