

NOTICE

To,
The Members
OVOT Private Limited

NOTICE is hereby given that the 3rd (Third) Annual General Meeting (AGM) of the members of OVOT Private Limited will be held on, Thursday 30th September, 2021 at 3:30 p.m. through Video Conferencing / Other Audio-Visual Means (VC) to transact the following business:

AS ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements (including Standalone and Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2021 and the Reports of the Board of Directors of the Company and the Statutory Auditors thereon, including Annexures thereto.

AS SPECIAL BUSINESS:

2. To pass the following resolutions as ordinary resolution for Constitution of Management/Executive/Board Committee:

Constitution of Management/Executive/Board Committee

“RESOLVED THAT, pursuant to the clause 69 (i) and (ii) of the Articles of Association of the Company and approval of the Members, authority be and is hereby executed to constitute a Management/Executive/Board Committee to exercise such powers and make such decision as maybe required on behalf of the Board of Directors where Board Meeting is not mandatory as per the provisions of the Companies Act, 2013 and rules made thereunder.

RESOLVED FURTHER THAT, the Committee shall consist if such number of members as deems fit by the Board of the Company, not being less than two (2) members. The Committee shall exercise such authority and make such decisions as guided by the Board of the Company, which this would provide relief to the Board of Directors and help them to delegate the decisions making powers so that Board would be able to concentrate on core matters of the Company where their decisions making skills would be needed utmost.

RESOLVED FURTHER THAT, the Committee shall not exercise powers and acts which are mentioned under section 179 of the Companies act, 2013 and/or ultra-vires the Articles and Memorandum of Association.

RESOLVED FURTHER THAT, anyone of the Directors of the Company and company secretary be and is hereby authorized jointly or severally to do such acts, deeds and things as deemed necessary to give effect to the above resolution sign execute and provide/ submit copy of the above resolution wherever required."

NOTES:

1. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 in respect of the item No. 2 of the special business is annexed hereto.
2. Pursuant to the Circulars issued by the Ministry of Corporate Affairs (MCA), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
3. 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.
4. The deemed venue for 3rd (Third) AGM shall be the Registered Office of the Company at Office No. 403, 4th Floor, East Court, Near Phoenix Market City, Viman Nagar Pune - 411014.

By Order of the Board of Directors



Priyanka Singh
Company Secretary
Membership No.: ACS 66293

Date: 06/09/2021
Place: Pune

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013:

Item No. 2:

The Board of Directors Conveyed that Board being pre-occupied in other important matters relating to the Company, the Board of Directors requested the Chairman to set up a Management/Executive/Board Committee which would take decisions for which board approvals are not needed, this would relief the Board of Directors and help to delegate the decisions making powers and Board would be able to concentrate on core matters of the Company where there decisions would be needed.

The Board Directors of the company at its meeting held on 2nd July, 2021 recommend passing the following resolution:

The Board of Directors hereby establishes an Operational Committee, consisting of 7 directors.

Managing Director recommended to establish Operational Committee which can meet at short notice. The members of the said committee will be based in/near Mumbai. This Committee will act as sub-set of the board for taking decisions regarding routine matters. The said committee will be formed after Board gives consent and taking necessary approval (s) from shareholders in the General Meeting. Managing Director further informed the Board Operational Committee when formed will facilitate efficient and effective decision making. Committee Minutes and action taken reports will be placed before the subsequent Board meeting. The company secretary of the company will act as the secretary of the committee. Quorum of the Committee will be in accordance with Companies Act, 2013 and other applicable provisions, rules with respect to the same.

Following members of the Board are requested to form part of Operational committee:

1. Mr. Nanu Gupta
2. Mr. Nipun Singhal
3. Mr. Nilesh Gupta
4. Mr. Dharmesh Dalal
5. Mr. Lalit Jalan
6. Mr. Vishvajeet Sambhus
7. Mr. Vijay Chordia.

None of the Directors of the Company or their relatives or Key Managerial Persons of the Company or their relatives are concerned or interested in the passing of the Resolutions.

By Order of the Board of Directors.



Priyanka Singh
Company Secretary
Membership No.: ACS66293

Date: 06/09/2021

Place: Pune