

OVOT PRIVATE LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra Ordinary General Meeting of **OVOT PRIVATE LIMITED** will be held on Thursday 13th January, 2022 at 3:00 P.M., through Video Conferencing / Other Audio-Visual Means (VC) to consider the following business:

Special Business

1. TO CHANGE REGISTERED OFFICE OF THE COMPANY OUTSIDE OF THE MUNICIPAL LIMITS:

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

“RESOLVED THAT pursuant to provisions of Section 12 and any other provisions of the Companies Act, 2013 read with rules made there under and any other applicable provisions if any, consent of the members of the Company be and is hereby accorded to shift the registered office of the Company **from** Office No 403 S No. 207, East Court Phoenix Market City, Viman Nagar, Pune MH- 411014 India **to** Plot No. F-3, MIDC, Parner, Ahmednagar, Supa, MH- 414301 India with effect from 13th January, 2022.

RESOLVED FURTHER THAT anyone of the Directors of the Company and company secretary be and is hereby severally authorized to file the necessary return with the Registrar of Companies, Pune pursuant to section 12(5) of the Companies Act, 2013 and to do all the necessary things required for implementing change of registered office.”

2. TO AMEND THE PROVISIONS OF ESOP SCHEME '19 :

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

“RESOLVED THAT, pursuant to Clause 4.4 of the Employee Stock Option Scheme, 2019 (hereinafter referred to as 'ESOP Scheme'19') read with section 62(1) (b) of the Companies Act, 2013 and Rule 12(5) (a) of The Companies (Share Capital and Debentures) Rules, 2014, the approval of the Members be and is hereby accorded to amend the existing ESOP Scheme'19 in such manner that the variation is not prejudicial to the interests of the existing option holders.

RESOLVED FURTHER THAT, the Members be and hereby accords their consent to amend the existing ESOP Scheme'19 in the following manner:

a) Amendment of clause 2.4:

Clause 2.4: “Company means OVOT Private Limited”

Be amended to

Clause 2.4: “Company means OVOT Private Limited and/or its Subsidiary or Holding Company(ies)”

b) Addition of Clause 2.24:

Clause 2.24: “Employee” means-

“Employee” means- As defined in Rule 12 of companies act 2013 and as modified from time to time.

Registered Office: Office no 403, 4th Floor, East Court, Near Phoenix Market City, Viman Nagar Pune Maharashtra - 411014 India

CIN: U31100PN2018PTC179173

Email ID: info@amstradworld.com Website: www.amstradworld.com

OVOT PRIVATE LIMITED

c) Amendment of Clause 13: Notices

All notices of communication required to be given by the Company to an Option Grantee by virtue of this ESOP 2019 shall be in writing and shall be sent to the address of the Option Grantee available in the records of the Company and any communication to be given by an Option Grantee to the Company in respect of ESOP 2019 shall be sent to the address mentioned below:

OVOT PRIVATE LIMITED

Address: Office no 302, 3rd Floor, Business Avenue, 6th Lane Koegaon Park, Pune, Maharashtra 411001, India

Email ID: cs@ovot.in

Be amended to

All notices of communication required to be given by the Company to an Option Grantee by virtue of this ESOP 2019 shall be in writing and shall be sent to the address of the Option Grantee available in the records of the Company and any communication to be given by an Option Grantee to the Company in respect of ESOP 2019 shall be sent to the address mentioned below:

OVOT PRIVATE LIMITED

Address: Plot No. F-3, MIDC, Parner, Ahmednagar, Supa, MH 414301 In.

Email ID: sanjeev.mittal@amstradworld.com

RESOLVED FURTHER THAT, the Board be and is hereby, authorized to grant options, as per the decided eligibility criteria, under the then prevailing ESOP Scheme to the employees of the subsidiary companies.

RESOLVED FURTHER THAT, Mr. Nipun Singhal, Managing Director or any other Directors to sign the amendment. Further, the existing ESOP Scheme'19 shall be annexed with the amendment and be shared to existing and future option holders of the ESOP Scheme'19.

RESOLVED FURTHER THAT, the amended ESOP Scheme'19 including the amendment thereof shall be final and binding on all the parties interested in this Scheme either directly or indirectly.

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 and settle any/all matters arising in this regard, and execute all such deed and documents, agreement and writings as may be necessary for the to give effect to this resolution and provide the certified resolution of the above whenever required."

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NOTES:

1. An Explanatory Statement as required under Section 102(1) of the Companies Act, 2013 in respect of the item No. 1 and 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 EOGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EOGM of the Company is being held through VC.
 3. Pursuant to the provisions of the Act, member entitled to attend and vote at the EOGM is entitled to attend and vote on his/her behalf and the proxy need not be a member of the company. Since the EOGM 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 EOGM shall be the Registered Office of the Company at Office No. 403, 4th Floor, East Court, Near Phoenix Market City, Viman Nagar Pune - 411014.
 5. The link for the VC will be shared with the members on their registered email addresses available with Company two (2) days prior to the date of meeting.
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By Order of the Board of Directors

Sd/-

Priyanka Singh
Company Secretary
Membership No.: ACS 66293

Date: 22/12/2021

Place: Pune

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EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING OF THE COMPANY.

Item No.1

As per Provision of section 12 of the Companies Act, 2013 read with rule 27 of Chapter II the Companies (Incorporation) Rules, 2014 relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution and consent of Next Generation Manufacturers Private Limited (Wholly owned Subsidiary) owner of PLOT NO. F-3, MIDC, PARNER, AHMEDNAGAR, SUPA, MH 414301 IN.

The Registered office of the Company is presently situated in OFFICE NO 403 S NO. 207, EAST COURT PHOENIX MARKET CITY, VIMAN NAGAR, PUNE MH 411014 IN. The Board of Directors of the company at its meeting held on 18th December, 2021 decided that the registered office of the Company is to be shifted to PLOT NO. F-3, MIDC, PARNER, AHMEDNAGAR, SUPA, MH 414301 IN, a place outside the local limits of the town with a view to improve operational efficiency. The Board of Directors recommends the members to shift the registered office to PLOT NO. F-3, MIDC, PARNER, AHMEDNAGAR, SUPA, MH 414301 IN.

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

None of the Directors are interest in the above given resolution.

Item No.2

The management of the Company has suggested inclusion of the employees of subsidiary companies of OVOT Private Limited, namely - Amstrad Consumer Product Private Limited, Next Generation Manufacturers Private Limited; and Next Generation Consumer Product Private Limited, in order to retain the talented and skilled employees in the Company. Thus, management has requested to consider and discuss regarding extension as well as alteration of the ESOP Scheme 2019 approved by the members of the Company at its meeting held on 27th December 2019 to the employees of the subsidiary companies. The validity of the Scheme stands till 31st December 2023.

The Board of directors at its meeting held on 18th December, 2021 given their consent to amend the existing ESOP Scheme'19 in the following manner:

a) Amendment of clause 2.4:

Clause 2.4: "Company means OVOT Private Limited"

Be amended to

Clause 2.4: "Company means OVOT Private Limited and/or its Subsidiary or Holding Company(ies)"

b) Addition of Clause 2.24:

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OVOT PRIVATE LIMITED

Address: Plot No. F-3, MIDC, Parner, Ahmednagar, Supa, MH 414301 In.

Email ID: sanjeev.mittal@amstradworld.com

The Board recommends the proposed special resolution to the members of the Company for their consideration and approval.

The members are further informed that the ESOP Scheme 2019 is available for inspection at the Company's Registered Office between 11.00 a.m. and 1.00 p.m. on all working days from the date hereof up to the date of the Meeting.

None of the Directors are interested in the resolution.

By Order of the Board of Directors

Sd/-

Priyanka Singh

Company Secretary

Membership No.: ACS 66293

Place: Pune

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