

OVOT PRIVATE LIMITED

NOTICE IS HEREBY GIVEN THAT THE EXTRA-ORDINARY GENERAL MEETING OF COMPLUSORY CONVERTIBLE DEBENTURE (CCD'S) HOLDERS OF OVOT PRIVATE LIMITED WILL BE HELD ON THURSDAY, 8TH JUNE, 2023 THROUGH VIDEO CONFERNING AT PLOT NO. F-3, MIDC, SUPA-PARNER, AHMEDNAGAR MAHARASHTRA - 414301 IN AT 4:30 PM

Special Business

1. Conversion of Compulsory Convertible Debentures (CCD's) and ESO Warrants into Equity Shares prior to the mandatory date fixed as 31st December, 2023.

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

“**RESOLVED THAT** the valuation report dated 29th March, 2023 prepared and issued by the independent valuer's M/s KPMG Valuation Services LLP, as placed before the members, be and is hereby adopted and taken on record.

RESOLVED FURTHER THAT pursuant to section 179(3), 62 and pursuant to enabling provisions of Shareholders Agreement executed as on 6th August, 2019, approval of the members be and is hereby accorded to convert 87,01,000 0% Compulsory Convertible Debentures (CCD's) having face value of Rs. 85/- (Rupees Eighty-Five Only) each and 18,29,000 0% Compulsory Convertible Debentures (CCD's) having face value of Rs. 90/- (Rupees Ninety Only) each into Equity Shares by issuance and allotment of Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each, in the ratio of 1:1, that is, 1 Equity Share for 1 Compulsory Convertible Debenture (CCD) held.

RESOLVED FURTHER THAT pursuant to section 179(3), 62 and pursuant to enabling provisions of Shareholders Agreement executed as on 6th August, 2019, approval of the members be and is hereby accorded to convert 1,33,908 (One Lakh Thirty-Three Thousand Nine Hundred and Eight Only) ESO Warrants having face value of Rs. 90/- (Rupees Ninety Only) each into Equity Shares by issuance and allotment of Equity shares having face value of Rs. 10/- (Rupees Ten Only) each, in the ratio of 1:1, that is, 1 Equity Share for 1 ESO Warrants held.

RESOLVED FURTHER THAT pursuant to section 179(3), 62 and pursuant to enabling provisions of Shareholders Agreement executed as on 6th August, 2019, approval of the members be and is hereby accorded to convert 4,950 (Four Thousand Nine Hundred and Fifty) ESO Warrants of Rs.110/- (Rupees One Hundred and Ten Only) each into Equity Shares by issuance and allotment of Equity shares having face value of Rs. 10/- (Rupees Ten Only) each, in the ratio of 1.01476:1, that is, 1.01476 Equity Share for 1 ESO Warrants held.

RESOLVED FURTHER THAT the new Equity Shares shall rank pari passu in all respects with the existing shares of the company.

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Registered Office: Plot No. F-3, MIDC, Supa-Parner, Ahmednagar MH 414301 IN
CIN: U31100PN2018PTC179173

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

OVOT PRIVATE LIMITED

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, Mr. Nipun Singhal, Managing Director, Mr. Sanjeev Mittal, Director and CFO of the Company and Ms. Hashmita K Saha Company Secretary be and are hereby, jointly and / or severally, be and are hereby, jointly and / or severally, authorized to do all such things, acts, and deeds as may be necessary to issue and allot the new equity shares.”

**By Order of the Board of Directors
For OVOT Private Limited**

Sd/-

Hashmita K Saha
Company Secretary
Membership No. ACS 52124

Date: 16/05/2023

Place: Pune

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Notes: 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY / PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF SUCH A PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY FORM IS ANNEXED TO THIS REPORT.

2. 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.

3. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

4. Members/Proxies should fill the Attendance Slip for attending the Meeting and bring their Attendance Slips to the Meeting.

5. All relevant documents referred in this Notice and the Explanatory Statement shall be open for inspection by the Members at the Registered office of the Company during the business hours on all working days up to the date of EGM.

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Explanatory Statement pursuant to section 102 of Companies Act, 2013

1. Conversion of Compulsory Convertible Debentures (CCD's) and ESO Warrants into Equity Shares prior to the mandatory date fixed as 31st December, 2023.

The Conversion of CCDs into Equity Shares is due on 31.12.2023 however the management / Board has decided to prepone the conversion which will help company to change the quasi-loan liability into Equity capital. After the Conversion of CCDs into Equity Shares, the Debenture Holders will become Equity Shareholder and will rank pari passu with existing Equity shareholders. Further the capital table will also be more transparent to investors in future in term of Shareholding.

The Board, at its meeting held on 28th April, 2023 adopted the valuation report for the same and have approved the conversion of 87,01,000 0% Compulsory Convertible Debentures (CCD's) having face value of Rs. 85/- (Rupees Eighty-Five Only) each and 18,29,000 0% Compulsory Convertible Debentures (CCD's) having face value of Rs. 90/- (Rupees Ninety Only) each into Equity Shares by issuance and allotment of Equity Shares having face value of Rs. 10/- (Rupees Ten Only) each, in the ratio of 1:1, that is, 1 Equity Share for 1 Compulsory Convertible Debenture (CCD) held.

The Board, at its meeting held on 28th April, 2023 have also approved the conversion of 1,33,908 (One Lakh Thirty-Three Thousand Nine Hundred and Eight Only) ESO Warrants having face value of Rs.90/- (Rupees Ninety Only) each into Equity Shares by issuance and allotment of Equity shares having face value of Rs. 10/- (Rupees Ten Only) each, in the ratio of 1:1, that is, 1 Equity Share for 1 ESO Warrants held.

The Board, at its meeting held on 28th April, 2023 have also approved the conversion of 4,950 (Four Thousand Nine Hundred and Fifty) ESO Warrants of Rs.110/- (Rupees One Hundred and Ten Only) each into Equity Shares by issuance and allotment of Equity shares having face value of Rs. 10/- (Rupees Ten Only) each, in the ratio of 1.01476:1, that is, 1.01476 Equity Share for 1 ESO Warrants held.

The proposed change in capital structure would be subject to the necessary approvals from the concerned Authority hence the Board of Directors of the Company recommend the resolution for your approval by way of passing a special resolution.

None of the Directors of the Company, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested in these resolutions set out at item No. 2 of the Notice, except in the proportion of their holding in the Company.

**By Order of the Board of Directors
For OVOT Private Limited**

Sd/-

Hashmita K Saha
Company Secretary
Membership No. ACS 52124

Date: 16/05/2023

Place: Pune

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**Registered Office: Plot No. F-3, MIDC, Supa-Parner, Ahmednagar MH 414301 IN
CIN: U31100PN2018PTC179173**

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

ATTENDANCE SLIP

The Folio No. and Name(s) of the CCD Holder(s) is / are to be furnished below in block letters

Folio No..... No. of CCD's held

Client ID DP ID

Full Name(s) of CCD's Holder or Member on Behalf of CCD's Holder / Joint Members on Behalf of CCD's Holder

1.....

2.....

3.....

4.....

Full Name of the Proxy if attending the meeting.....

I hereby record my presence at the Extra Ordinary General Meeting of OVOT Private Limited held on
.....
.....

Signature of the CCD's Holder / Joint Members on Behalf of CCD's Holder / Proxy attending the Meeting

Please complete this attendance slip and to be submitted to the Company before commencement of the meeting.

Form No. MGT-11

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: OVOT PRIVATE LIMITED

Registered office: PLOT NO. F-3, MIDC, SUPA-PARNER, AHMEDNAGAR MH 414301 IN

Name of CCD Holder (s):
Registered Address

I/ We being the CCD holder of the OVOT Private Limited holding..... CCD's, hereby appoint

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Extra Ordinary General Meeting of CCD's Holders of the Company, to be held on Thursday, 8th June, 2023 and at any adjournment thereof in respect of such resolutions as are indicated below: Resolution No. Resolution For Against Special Business

Resolution No	Resolution	For	Against
Special Resolution			
1.	Conversion of Compulsory Convertible Debentures (CCD's) and ESO Warrants into Equity Shares prior to the mandatory date fixed as 31st December, 2023.		

Signed this day of June, 2023

Signature of CCD Holders
Signature of Proxy holder(s)



Note: (a) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, 48 Hours before the Commencement of the Meeting.

(a) Proxy need not be member of the company.