



NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-ordinary General Meeting of the members of S Mobile Devices Private Limited ("**the Company**") shall be held on Monday, 30th May, 2022 at 4:00 pm at registered office of the Company at Unit No. B-303, Third floor, Tower B, Advant IT park, Plot No. 7, Sector 142, Noida 201301, India, to transact the following business:

1. AMENDMENT IN OBJECT CLAUSE OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and 15 of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 read with applicable rules, including any modifications thereto or re-enactments thereof, and read with Joint Venture agreement dated January 18, 2016 including addendum thereof, and subject to necessary approval(s), if any, from the appropriate authorities, the consent of the members of the company be and is hereby accorded for effecting the alteration in the main object clause of the Memorandum of Association of the Company in the following manner:

"The main object clause of the Memorandum of Association of the Company be and is hereby altered by inserting the following Clause after existing Clause III (A) 4:

5. *To carry on the business of marketing, manufacturing, buying, selling, export, import, deal in, assemble, fit repair, after-sales services of all types of solar products, Consumer durable electronic products, Home Appliances, Electronic products, Television, set-top box, battery for an electric vehicle, laptops, desktop, speakers, sound bars, washing machines, fridge, coolers, fan, air conditioner, electric press, electrical music System, smart lock, smart camera, air-purifier, Electric shaver, smart watch, Gadgets, tracking device, remote, drone, electric scooters, Medical Products including but not limited to oxygen concentrator, thermometer, face mask and any other medical products and tools, parts, equipment used therein, etc."*

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and things which are incidental or necessary for the aforesaid purpose."

By Order of the Board

For **S MOBILE DEVICES PRIVATE LIMITED**


Rekha Diwan

Director

DIN: 07536955

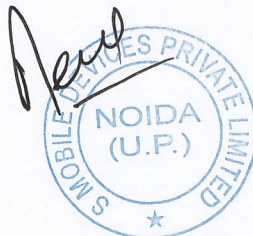
Date: 04/05/2022

Place: Noida

S Mobile Devices Private Limited
(Formerly S Mobile Devices Limited)

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE PROXY FORM DULLY COMPLETED AND SIGNED MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED.**
2. Explanatory Statement pursuant to the section 102 of the Companies Act, 2013 is set out in the Notice is annexed hereto.
3. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting.
4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representatives to attend and vote at the General Meeting.
5. Members are informed that in case of joint holders attending the Meeting, only such Joint holder who is higher in the order of the names will be entitled to vote.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the Extra Ordinary General Meeting.
7. A route map for the venue of the Extra Ordinary General Meeting is attached herewith.
8. In case of any further query/ information required, please contact by writing at B 303, Third Floor, Tower B, Advant IT Park, Plot No. 7, Sector 142, Noida (UP) 201301, Email Id – info.in@transsion.com



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

AMENDMENT IN OBJECT CLAUSE OF THE COMPANY

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MoA) covers all the activities carried on by the Company but in order to expand the business ventures, your directors are considering various proposals for diversifying the company's activities into other activities as mentioned in the resolution.

The alteration in the Objects Clause of the memorandum of association as set out in the resolution is to facilitate diversification. This will enable the company to carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the company. This will also enlarge the area of operations of the company.

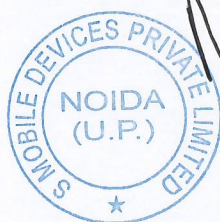
Pursuant to section 13 of the Act, the above said proposal requires consent of the members by way of special resolution.

The Board of Directors has also approved the same in their meeting held on May 04, 2022.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.

By Order of the Board
For **S MOBILE DEVICES PRIVATE LIMITED**

Rekha Diwan
Director
DIN: 07536955



Date: 04/05/2022
Place: Noida

ATTENDANCE SLIP

Folio No.	
No. of Shares	
Name of Shareholder	
Address of Shareholder	

I / We hereby record my / our presence at the Extra ordinary General Meeting of the Company at its Registered Office at Unit No. B 303, Tower B, Advant IT Park, Plot No. 7, Sector 142, Noida, U.P. on Monday, 30th May 2022 at 4:00 pm.

Signature of the Shareholder / Proxy

NOTES:

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, copy of Notice may please be brought by you/your proxy for reference at the meeting.

-----***Tear from here***-----

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 : **U32204UP2012PTC051324**
Name of the Company : **S MOBILE DEVICES PRIVATE LIMITED**
Registered Office : **Unit No. B 303, Tower B, Advant IT Park, Plot No. 7, Sector
142, Noida, U.P. – 201301**

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

3. 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 the Extra Ordinary General Meeting of
the members of the Company, scheduled to be held on Monday, 30th May 2022 at 4:00
pm at Unit No. B 303, Tower B, Advant IT Park, Plot No. 7, Sector 142, Noida, U.P. –
201301 and at any adjournment thereof in respect of such resolutions as are indicated
below:

S. No.	Resolution	For	Against
	SPECIAL BUSINESS		
1.	Amendment in object clause of the company		

Signed this..... day of, 2022

Affix Revenue Stamp Signature
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Signature of Shareholder

Signature of Proxy holder(s)

Notes:-

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. **A proxy need not be a member of the Company.**
4. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a 'V' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate. This is only optional.

The map for the venue of Extra Ordinary General Meeting has been attached as Annexure.

**ROUTE MAP FOR THE VENUE OF THE EXTRA ORDINARY GENERAL MEETING OF
S MOBILE DEVICES PRIVATE LIMITED**

Unit No. B-303, Third Floor, Tower-B, Advant IT Business Park, Sector - 142, Noida 201301

