

NOTICE TO MEMBERS

Notice is hereby given that the 6th Annual General Meeting of the members of G-Mobile Devices Private Limited will be held at shorter notice on Friday, 30th Day of September, 2022, at 4:00 P.M. (IST) at the Registered Office of the Company situated at Unit No. B-301, Third Floor, Tower-B, Advant IT Business Park, Sector - 142, Noida (U.P.) 201301, to transact the following business:

ORDINARY BUSINESS:-

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022 (including the audited Balance Sheet as at March 31, 2022, the Statement of Profit and Loss and the Cash Flow Statement for the financial year ended on that date along with its annexures) with the report of the Auditors and the Board of Directors thereon.

2. **Appointment of Statutory Auditors of the Company**

To consider and, 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 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, SCV & Co. LLP, Chartered Accountants [Firm Registration No.: 000235N] be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) till the conclusion of the 11th AGM to be held in the year 2027, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.”

SPECIAL BUSINESS:-

3. **Appointment of Mr. Vikas Kumar (DIN: 09461639) as Director of the Company**

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

“RESOLVED THAT Mr. Vikas Kumar (DIN: 09461639), who was appointed as Additional Director with effect from August 30, 2022 on the board of the company in terms of section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and who holds office up to the date of this Annual General meeting, be and is hereby appointed as Director of the Company.”

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4. **Appointment of Mr. Ravindra Singh Chauhan (DIN: 09722585) as Director cum Whole Time Director of the Company**

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

“RESOLVED THAT Mr. Ravindra Singh Chauhan (DIN: 09722585), who was appointed as Additional Director with effect from August 31, 2022 on the board of the company in terms of section 161 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and who holds office up to the date of this Annual General meeting, be and is hereby appointed as Director of the Company.”

RESOLVED FURTHER THAT pursuant to the provisions of section 196 of the Companies Act 2013 and other applicable provisions, if any, of the Companies Act 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Ravindra Singh Chauhan (DIN: 09722585) be and is hereby appointed as Whole time Director of the company for five years wef 30th September 2022 on such terms and conditions as mutually agreed between Board of Directors and Mr. Ravindra Singh Chauhan and any Director of the company severally authorized to do such acts, deeds and things which are necessary in this regards.

**On behalf of the Board of Directors
For G-MOBILE DEVICES PRIVATE LIMITED**

**Ravindra Singh Chauhan
Director
DIN: 09722585**

**Date: 30/09/2022
Place: Noida**

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.

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2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the businesses under Item No. 2, 3 and 4 of 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 Annual 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 Annual General Meeting.
7. A route map for the venue of the 6th Annual General Meeting is attached herewith.
8. Details of Directors seeking appointment and re-appointment at the 6th Annual General Meeting of the Company are provided in **Annexure A** of this Notice. The Company has received the consents / declarations for their appointments / re-appointments under the Companies Act, 2013 and the rules thereunder.
9. In case of any further query/ information required, please contact by writing at Unit No. B 301, Tower B, Advant IT Park, Sector 142, Noida, U.P., Email Id – info.in@transsion.com

EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013 (“Act”), the following explanatory statement sets out all material facts relating to the businesses mentioned under Item No. 2, 3 and 4 of the accompanying Notice:

Item No. 2: Appointment of Statutory Auditors of the Company

M/s SCV & Co. LLP, Chartered Accountants [Firm Registration No.: 000235N] were appointed as the Statutory Auditors of the Company at the 1st Annual General Meeting (AGM) of the Company held on December 08, 2017 for a term of five years to hold office till the conclusion of this AGM and whose tenure is expiring on the ensuing AGM.

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Accordingly, pursuant to the provisions of Section 139 of the Companies Act 2013 and rules made there under, the Board of Directors has, at its meeting held on September 30, 2022 proposed the re-appointment of SCV & Co. LLP, Chartered Accountants [Firm Registration No.: 000235N] as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the 11th AGM to be held in the year 2027.

SCV & Co. LLP have consented to their re-appointment as Statutory Auditors and have confirmed that if re-appointed, their re-appointment will be in accordance with Section 139 read with Section 141 of the Act.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution set out at Item No. 2 of the Notice.

Item No. 3: Appointment of Mr. Vikas Kumar (DIN: 09461639) as Director of the Company

The Board of Directors of the company appointed Mr. Vikas Kumar as Additional Director of the Company with effect from August 30, 2022 in accordance with Section 161 of the Companies Act, 2013 and he holds office up to the date of this AGM.

He is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013.

Brief profile of Mr. Vikas Kumar is enclosed with the Notice of Annual General Meeting as **Annexure A**.

The Board of Directors is of the opinion that Mr. Vikas Kumar's knowledge and experience will be of immense value to the Company. Accordingly, the Board recommends the approval of resolutions as set out in the Item no. 3 of the Notice for the appointment of Mr. Vikas Kumar as Director.

Except Mr. Vikas Kumar, being an appointee, none of the Directors, KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

Item No. 4: Appointment of Mr. Ravindra Singh Chauhan (DIN: 09722585) as Director cum Whole Time Director of the Company

The Board of Directors of the company appointed Mr. Ravindra Singh Chauhan as Additional Director of the Company with effect from August 31, 2022 in accordance with Section 161 of the Companies Act, 2013 and he holds office up to the date of this AGM.

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He is not disqualified from being appointed as a director in terms of section 164 of the Companies Act, 2013.

Brief profile of Mr. Ravindra Singh Chauhan is enclosed with the Notice of Annual General Meeting as **Annexure A**.

The Board of Directors is of the opinion that Mr. Ravindra Singh Chauhan's knowledge and experience will be of immense value to the Company. Further, pursuant to the provisions of section 196 of the Companies Act 2013 and rules made there under, we recommend to the shareholders of the company to appoint him as Director designated as Whole time director of the company for five years wef 30th September 2022 on such terms and conditions as mutually agreed between board of directors and Mr. Ravindra Singh Chauhan.

Accordingly, the Board recommends the approval of resolutions as set out in the Item no. 4 of the Notice for the appointment of Mr. Ravindra Singh Chauhan as Director designated as Whole time Director of the company.

Except Mr. Ravindra Singh Chauhan, being an appointee, none of the Directors, KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**On behalf of the Board of Directors
For G-MOBILE DEVICES PRIVATE LIMITED**

**Ravindra Singh Chauhan
Director
DIN: 09722585**

Date: 30/09/2022
Place: Noida

G-MOBILE DEVICES PRIVATE LIMITED

Regd. Office: Unit No. B-301, 3rd Floor, Tower B, Advant IT Park, Plot No-7, Sector 142, Noida-201301 U.P. (India)
Phone: +91-120-6650888 | Fax: +91-120-6650886 | Email: info.in@transsion.com | Website: www.tecno-mobile.in
CIN: U74999UP2016FTC085989

<u>Annexure A</u>			
<u>Details of Directors seeking Appointment / Re-appointment at the 6th Annual General Meeting</u> <u>(Pursuant to SS-2 - Secretarial Standards on General Meeting)</u>			
1	Name	Vikas Kumar	Ravindra Singh Chauhan
2	DIN	09461639	09722585
3	Age	35 years	48 years
4	Expertise	He has more than 8 years of experience in the areas of business administration.	He has more than 20 years of experience in the areas of administration and strategic managements.
5	No. of shares held in the Company	Nil	Nil
6	Date of first appointment on the board	August 30, 2022	August 31, 2022
7	Details of remuneration sought to be paid and the remuneration last drawn	Nil	Nil
8	Other Directorship in Indian Companies	S mobile Devices Pvt Ltd	Nil
9	Chairman/member of the Committee of other Company	Member of CSR Committee of S Mobile Devices Pvt Ltd	Nil
10	Relationship with other Directors, Manager and Key Managerial Personnel	None	None

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ATTENDANCE SLIP

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

I / We hereby record my / our presence at the 6th Annual General Meeting of the Company at its Registered Office at Unit No. B-301, Tower B, Advant IT Park, Plot No. 7, Sector 142, Noida, U.P. on Friday, 30th September, 2022 at 4:00 P.M.

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 and Annual report may please be brought by you/your proxy for reference at the meeting.

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

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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 : U74999UP2016FTC085989
Name of the Company : G-MOBILE DEVICES PRIVATE LIMITED
Registered Office : Unit No. B - 301, 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 6th Annual General Meeting of the members of the Company, scheduled to be held on Friday, 30th September 2022 at 4.00 P.M. at Unit No. B - 301, 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
	ORDINARY BUSINESS		
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022, including Audited Balance Sheet as at March 31, 2022 and Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.		
2.	Appointment of Statutory Auditors of the company		
	SPECIAL BUSINESS		

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3.	Appointment of Mr. Vikas Kumar (DIN: 09461639) as Director of the Company		
4.	Appointment of Mr. Ravindra Singh Chauhan (DIN: 09722585) as Director cum Whole Time Director of the Company		

Signed this..... day of, 2022

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp
Signature

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.

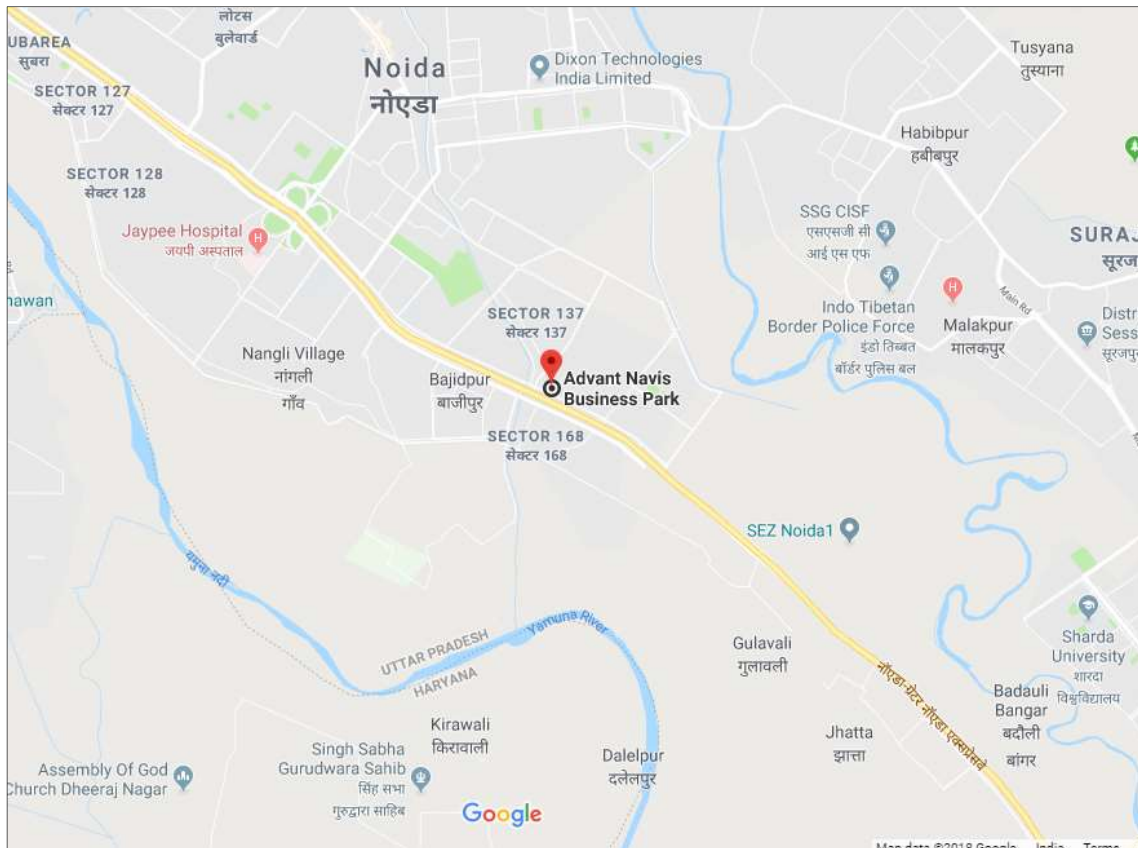
The map for the venue of 6th Annual General Meeting has been attached as Annexure.

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**ROUTE MAP FOR THE VENUE OF THE 6th ANNUAL GENERAL MEETING OF
G-MOBILE DEVICES PRIVATE LIMITED**

Unit No. B-301, Third Floor, Tower-B, Advant IT Business Park, Sector - 142, Noida 201301



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