



## **NOTICE TO MEMBERS**

**Notice is hereby given that the 8<sup>th</sup> Annual General Meeting of the members of S Mobile Devices Private Limited (formerly S Mobile Devices Limited) will be held on Wednesday, 9<sup>th</sup> Day of December, 2020, at 11:00 A.M. (IST) at the Registered Office of the Company situated at Unit No. B-303, Third Floor, Tower-B, Advant IT Business Park, Sector - 142, Noida (U.P.) 201301, to transact the following business:**

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### **ORDINARY BUSINESS:-**

1. To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2020 (including the audited Balance Sheet as at March 31, 2020, 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.

### **SPECIAL BUSINESS:-**

2. **Appointment of Mr. Tushar Goel (DIN: 08721982) 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. Tushar Goel (DIN: 08721982), who was appointed as Additional Director with effect from March 16, 2020 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 Directors of the Company.”

3. **Appointment of Mr. Arijeet Talapatra (DIN: 08861641) 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. Arijeet Talapatra (DIN: 08861641), who was appointed as Additional Director with effect from October 28, 2020 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 Directors of the Company.”

## **S Mobile Devices Private Limited**

(Formerly S Mobile Devices Limited)



4. **Appointment of Mr. Ravi Garg (DIN: 02936691) 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. Ravi Garg (DIN: 02936691), who was appointed as Additional Director with effect from October 28, 2020 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 Directors of the Company.”

**For & on behalf of the Board of Directors of  
S Mobile Devices Private Limited  
(formerly S Mobile Devices Limited)**

**Rekha Diwan  
Director  
DIN: 07536955  
Address: House No. 281, Housing Board Colony,  
Sector 7 Extension Gurgaon 122001**

**Date: 07/11/2020  
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.**
2. The relevant explanatory statement pursuant to Section 102 of Companies Act, 2013 relating to the special business to be transacted at the Meeting is attached hereto.
3. Members and Proxies attending the Meeting should bring the attendance slip duly filled in for attending the Meeting.

**S Mobile Devices Private Limited**

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Regd. Office: Unit No. B-303, 3<sup>rd</sup> Floor, Tower B, Advant IT Park, Plot No-7, Sector 142, Noida – 201301, U.P. (India)  
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CIN: U32204UP2012PTC051324



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 Annual General Meeting is attached herewith.
8. Details of Directors seeking appointment and re-appointment at the 8<sup>th</sup> 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 303, Tower B, Advant IT Park, Sector 142, Noida, U.P., Email Id – [rekha.diwan@transsion.com](mailto:rekha.diwan@transsion.com)

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CIN: U32204UP2012PTC051324



## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 2:**

The Board of Directors of the company appointed Mr. Tushar Goel as Additional Director of the Company with effect from March 16, 2020 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.

Pursuant to JV Agreement, Spice Mobile Limited has nominated him to acts as a director on the board of the Company. Brief profile of Mr. Tushar Goel is enclosed with the Notice of Annual General Meeting as **Annexure A**.

The Board of Directors is of the opinion that Mr. Tushar Goel'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. 2 of the Notice for the appointment of Mr. Tushar Goel as Director.

Except Mr. Tushar Goel, 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. 2.

### **Item No. 3:**

The Board of Directors of the company appointed Mr. Arijeet Talapatra as Additional Director of the Company with effect from October 28, 2020 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.

Pursuant to JV Agreement, Itel Mobile Limited has nominated him to acts as a director on the board of the Company. Brief profile of Mr. Arijeet Talapatra is enclosed with the Notice of Annual General Meeting as **Annexure A**.

The Board of Directors is of the opinion that Mr. Arijeet Talapatra'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. Arijeet Talapatra as Director.

## **S Mobile Devices Private Limited**

(Formerly S Mobile Devices Limited)



Except Mr. Arijeet Talapatra, 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:**

The Board of Directors of the company appointed Mr. Ravi Garg as Additional Director of the Company with effect from October 28, 2020 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.

He is the nominated by Itel Mobile Limited to acts as a director on the board of the Company. Brief profile of Mr. Ravi Garg is enclosed with the Notice of Annual General Meeting as **Annexure A**.

The Board of Directors is of the opinion that Mr. Ravi Garg'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. 4 of the Notice for the appointment of Mr. Ravi Garg as Director.

Except Mr. Ravi Garg, 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.

**For & on behalf of the Board of Directors of  
S Mobile Devices Private Limited  
(formerly S Mobile Devices Limited)**

**Rekha Diwan  
Director  
DIN: 07536955  
Address: House No. 281, Housing Board Colony,  
Sector 7 Extension Gurgaon 122001**

**Date: 07/11/2020  
Place: Noida**

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## Annexure A

### Details of Directors seeking Appointment / Re-appointment at the 8th Annual General Meeting (Pursuant to SS-2 - Secretarial Standards on General Meeting)

1	Name	Tushar Goel	Arijeet Talapatra	Ravi Garg
2	DIN	08721982	08861641	02936691
3	Age	32 years	49 years	44 years
4	Expertise	He has experience in the areas of Secretarial and legal matters etc.	He has more than 20 years experience in the areas of business administration, sales promotion, international business management, strategic management and risk management across diverse industries.	He has vast experience in the areas of Finance & Accounts, Budgetary control, cost management, Strategic Management, risk management, etc.
5	No. of shares held in the Company	Nil	Nil	Nil
6	Date of first appointment on the board	March 16, 2020	October 28, 2020	October 28, 2020
7	Details of remuneration sought to be paid and the remuneration last drawn	Nil	Nil	Nil
8	Other Directorship in Indian Companies	1. Cellucom Retail India Private Limited	1. G-Mobile Devices Private Limited 2. Ismartu India Private Limited	1. G-Mobile Devices Private Limited
9	Chairman/member of the Committee of other Company	Nil	1. Member of CSR Committee of G-Mobile Devices Private Limited 2. Member of CSR committee of Ismartu India Private Limited	1. Member of CSR Committee of G-Mobile Devices Private Limited
10	Relationship with other Directors, Manager and Key Managerial Personnel	None	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 8<sup>th</sup> Annual 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 Wednesday, 9<sup>th</sup> Day of December, 2020 at 11:00 A.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.

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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 : U32204UP2012PTC051324
Name of the Company : S Mobile Devices Private Limited (Formerly S Mobile Devices Limited)
Registered Office : Unit No. B 303, Tower B, Advant IT Park, Plot No. 7, Sector 142, Noida, U.P. – 201301

Table with 2 columns: Field Name, Value. Fields include 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 8th Annual General Meeting of the members of the Company, scheduled to be held on Wednesday, 9th Day of December, 2020 at 11.00 A.M. 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:

Table with 4 columns: S. No., Resolution, For, Against. Row 1: 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, including Audited Balance Sheet as at March 31, 2020 and Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

S Mobile Devices Private Limited

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	<b>SPECIAL BUSINESS</b>		
2.	Appointment of Mr. Tushar Goel as Director of the Company		
3.	Appointment of Mr. Arijeet Talapatra as Director of the Company		
4.	Appointment of Mr. Ravi Garg as Director of the Company		

Signed this..... day of ....., 2020.

**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 8<sup>th</sup> Annual General Meeting has been attached as Annexure.***

**S Mobile Devices Private Limited**

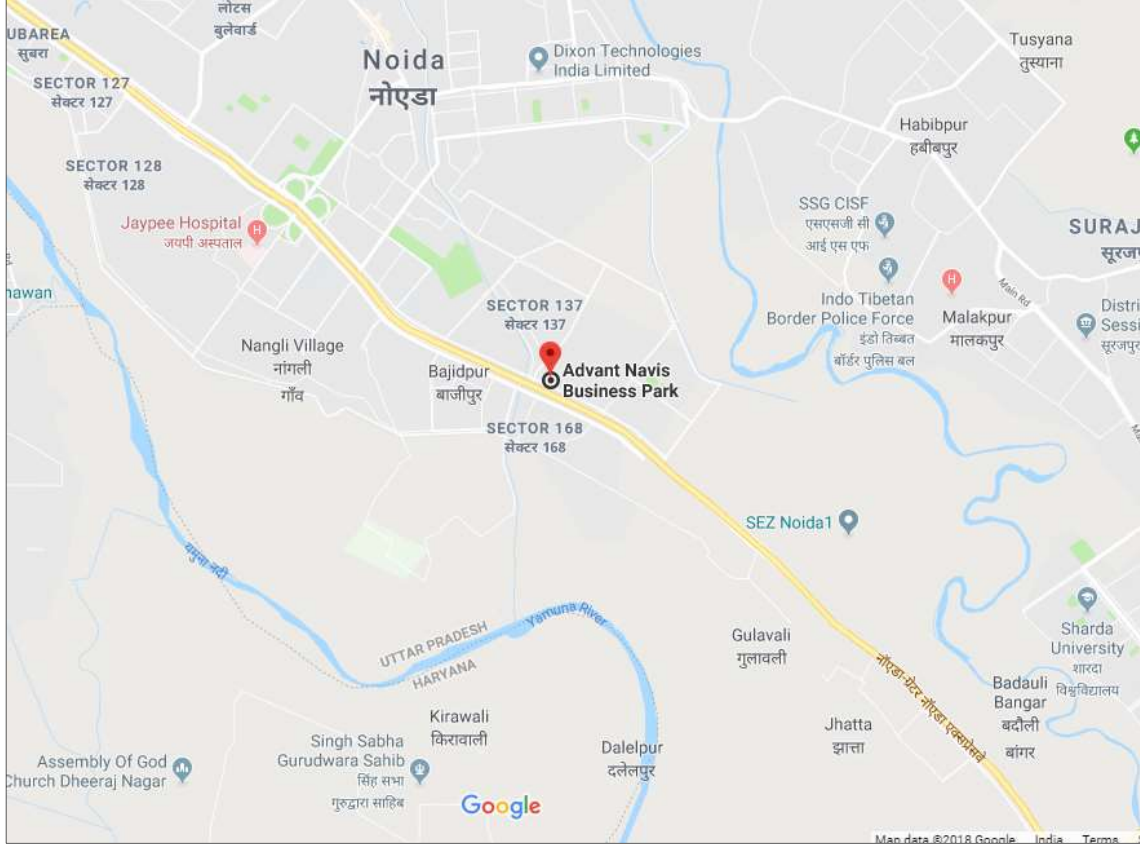
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**ROUTE MAP FOR THE VENUE OF THE 8<sup>TH</sup> ANNUAL GENERAL MEETING OF  
S MOBILE DEVICES PRIVATE LIMITED**

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



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