



## **NOTICE TO MEMBERS**

**Notice is hereby given that the 9<sup>th</sup> Annual General Meeting of the members of S Mobile Devices Private Limited (formerly S Mobile Devices Limited) will be held at shorter notice on Thursday, 30<sup>th</sup> Day of December, 2021, at 2:00 P.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, 2021 (including the audited Balance Sheet as at March 31, 2021, 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. **Re-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, M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W100022), 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 14<sup>th</sup> AGM to be held in the year 2026, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

### **SPECIAL BUSINESS:-**

3. **To change the designation of Mr. Ta Wei Ku (DIN: 02582590) from Nominee Director to 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** as per applicable provisions of the Companies Act, 2013 and rules made there under, the designation of Mr. Ta Wei Ku (DIN: 02582590), who was appointed as Nominee Director by board of Directors of the company, be and is hereby changed from

## **S Mobile Devices Private Limited**



Nominee Director to Director of the company and any director of the company be and is hereby authorized to do such acts, deeds and things as may be necessary in this regards.”

**On behalf of the Board of Directors  
For S MOBILE DEVICES PRIVATE LIMITED  
(Formerly S Mobile Devices Limited)**

**Rekha Diwan  
Director  
DIN: 07536955**

**Date: 20/12/2021  
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 relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 2 and 3 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

**S Mobile Devices Private Limited**

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CIN: U32204UP2012PTC051324



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 9<sup>th</sup> Annual General Meeting is attached herewith.
8. Details of Directors seeking appointment and re-appointment at the 9<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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## **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 business mentioned under Item No. 2 and 3 of the accompanying Notice:

### **ITEM NO. 2:**

**(Though it is not mandatory, it is given only for the other material facts of the item.)**

M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No.: 101248W/W100022) were appointed as the Statutory Auditors of the Company at the 4<sup>th</sup> Annual General Meeting (AGM) of the Company held on September 24, 2016 for a term of five years to hold office till the conclusion of this AGM and whose tenure is expiring on the ensuing AGM.

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 December 20, 2021 proposed the re-appointment of M/s B S R & Co. LLP, Chartered Accountants (Firm Registration No. 101248W/W100022) 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 14<sup>th</sup> AGM to be held in the year 2026.

M/s B S R & 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:**

As per JV agreement of S Mobile Devices Private Limited dated January 18, 2016, the Board of Directors of the company should consists of 5 directors - 3 from Itel, 1 from DigiSpice and 1 from Cloud ranger.

## **S Mobile Devices Private Limited**



All the directors of Itel and DigiSpice are shown as Director on the MCA portal except Mr. Ta Wei Ku (DIN: 02582590), who is shown as Nominee Director.

The Board of Directors of the company appointed him as Nominee Director wef 20<sup>th</sup> June 2016 in accordance with Section 161 of the Companies Act, 2013.

Now, to symmetrize the signatories' details on the MCA portal, the Board is intended to change his designation from Nominee Director to Director and this change will not affect his role in the company in any manner.

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

Pursuant to JV Agreement, he was nominated by Cloud Ranger limited to acts as a director on the board of the Company. Brief profile of Mr. Ta Wei Ku is enclosed with the Notice of Annual General Meeting as **Annexure A**.

The Board recommends the approval of resolutions as set out in the Item no. 3 of the Notice for the change in designation of Mr. Ta Wei Ku from Nominee Director to Director of the Company.

Except Mr. Ta Wei Ku, 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.

**On behalf of the Board of Directors  
For S MOBILE DEVICES PRIVATE LIMITED  
(Formerly S Mobile Devices Limited)**

**Rekha Diwan  
Director  
DIN: 07536955**

**Date: 20/12/2021  
Place: Noida**

**S Mobile Devices Private Limited**



## **Annexure A**

### **Details of Directors seeking Appointment / Re-appointment at the 9th Annual General Meeting** **(Pursuant to SS-2 - Secretarial Standards on General Meeting)**

1	Name	Ta Wei Ku
2	DIN	02582590
3	Age	52 years
4	Expertise	He has more than 20 years of experience in the areas of business administration, sales promotion, international business management, strategic management and risk management across diverse industries.
5	No. of shares held in the Company	Nil
6	Date of first appointment on the board	June 20, 2016
7	Details of remuneration sought to be paid and the remuneration last drawn	Nil
8	Other Directorship in Indian Companies	1. Mediatek Bangalore Private Limited 2. Mediatek India Technology Pvt Ltd
9	Chairman/member of the Committee of other Company	Nil
10	Relationship with other Directors, Manager and Key Managerial Personnel	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 9<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 Thursday, 30<sup>th</sup> Day of December, 2021 at 2:00 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\*\*\***-----

**S Mobile Devices Private Limited**



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 9th Annual General Meeting of the members of the Company, scheduled to be held on Thursday, 30th Day of December, 2021 at 2.00 P.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. Contains 2 rows of resolutions for approval.

S Mobile Devices Private Limited





	<b>SPECIAL BUSINESS</b>		
3.	To change the designation of Mr. Ta Wei Ku (DIN: 02582590) from Nominee Director to Director of the Company		

Signed this..... day of ....., 2021.

Affix  
Revenue  
Stamp  
  
Signature

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

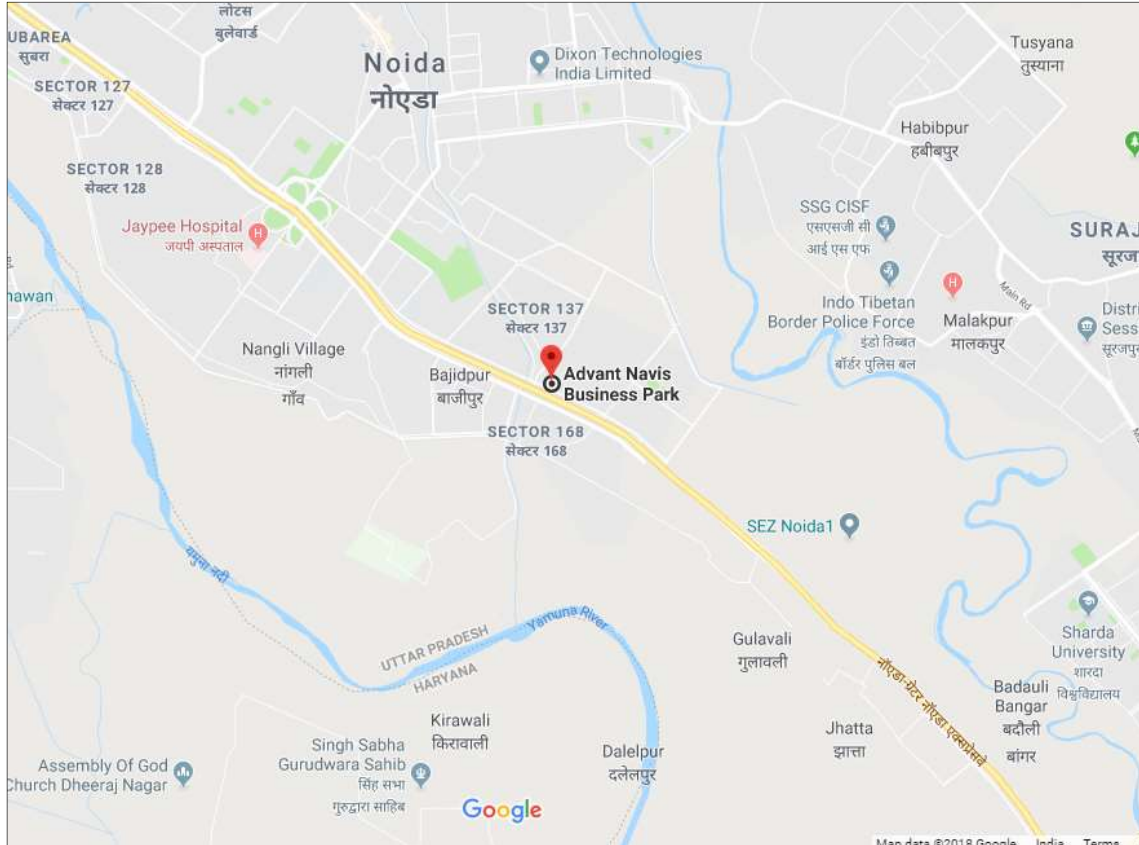
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**ROUTE MAP FOR THE VENUE OF THE 9<sup>TH</sup> ANNUAL GENERAL MEETING OF  
S MOBILE DEVICES PRIVATE LIMITED**

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



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