

## NOTICE

### NOTICE OF 25<sup>th</sup> ANNUAL GENERAL MEETING OF THE COMPANY

**NOTICE IS HEREBY GIVEN THAT THE TWENTY – FIFTH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF AMPVOLTS LIMITED (FORMERLY KNOWN AS QUEST SOFTECH (INDIA) LIMITED) WILL BE HELD ON TUESDAY, 24<sup>TH</sup> SEPTEMBER, 2024 AT 3.00 (IST) THROUGH VIDEO CONFERENCING/ OTHER AUDIO-VISUAL MEANS “(VC/OAVM”) FACILITY, TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31, 2024 together with the Report of Board of Directors and the Auditor's thereon.
2. To appoint a director in place of Mr. Naimish Raval (DIN: 09359061), who retires by rotation and being eligible, offers himself for re-appointment

#### **SPECIAL BUSINESS:**

#### **3. To consider and approve Related Party Transactions**

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

“**RESOLVED THAT** pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or, enactment thereof for the time being in force), and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members of the Company be and is hereby accorded to the Board of Directors to approve related party transactions, which are not on arm's length basis, entered or to be entered into by the Company till the next Annual General Meeting, severally for each of the following parties:

<b>Name of Related Party</b>	<b>Nature of Transactions</b>	<b>Name of the Directors/KMP who are related and nature of their relationship</b>	<b>Amount INR</b>	<b>Nature</b>
AV AC DC Renew Private Limited	On arm's length basis	Mr. Vipul Chauhan, Managing Director and Mr. Naimish Raval, Executive Director of the Company, is also Directors of the AV AC DC Renew Private Limited and AV AC DC Renew Private Limited is Promoter of the Company.	Rs. 80 Cr.	188 (1) (a) to (f)
Verdemobility India Private Limited	On arm's length basis	Wholly owned subsidiary company of SLSIPL/ Beneficial Ownership	Rs. 80 Cr.	188 (1) (a) to (f)
System Level Solutions (India) Private Limited (SLSIPL)	On arm's length basis	AV AC DC Renew Private Limited is associates company of SLSIPL/ Beneficial Ownership	Rs. 10 Cr.	188 (1) (a) to (f)

**RESOLVED FURTHER THAT** the Board of Directors and Company Secretary of the Company be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

**4. RE-APPOINTMENT OF MRS. TEJAS SHAH (DIN: 08626567) AS INDEPENDENT DIRECTOR FOR THE SECOND TERM**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, including any other Rules made there under and Regulation 16(1)(b) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Tejas Shah (DIN- 08626567) who was appointed as an Independent Non-Executive Director of the Company by the members for a term up to February 19, 2025, who being eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing under Section 160 of the companies Act, 2013 from a member proposing her candidature to the office of Independent Director of the Company, be and is hereby re-appointed as an Independent Non- Executive Director of the Company, to hold office with effect from February 20, 2025 up to February 19, 2030, and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors and/ or the Company Secretary be and are hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

**By the Order of Board of Directors  
For Ampvolts Limited  
(formerly known as Quest Softech (India) Limited**

**Vipul Chauhan  
Managing Director  
DIN: 01241021**

**Date: 26<sup>th</sup> August, 2024**

**Place: Vadodara**

**Registered Office:**

Cabin No.11, 7th Floor, Times Square,

Andheri Workflo, Next to Sai Service,

Andheri East, Mumbai - 400069

CIN: L72200MH2000PLC125359

E-mail: [compliance@ampvolts.com](mailto:compliance@ampvolts.com)

Website: [www.ampvolts.com](http://www.ampvolts.com)

### Annexure A to the Notice 2023-2024

Disclosure relating to directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards on General Meetings:

<b>Name of the Director</b>	Tejas Shah
<b>Age</b>	59
<b>Nationality</b>	Indian
<b>DIN</b>	08626567
<b>Date of Appointment</b>	February 20, 2020
<b>Qualifications</b>	B.Com
<b>Experience</b>	She has a rich experience of over 15 years in the Accounting, Finance and taxation Background.
<b>Terms and conditions of appointment or reappointment along with details of remuneration sought to be paid</b>	Re- Appointment as Non- Executive – Independent Director without Remuneration
<b>Last drawn remuneration, if applicable</b>	NIL
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	N.A.
<b>The number of Meetings of the Board attended during the year</b>	9
<b>Directorship held in other Companies (excluding foreign Companies)</b>	N.A.
<b>Membership of Committees (includes Audit Committee/ shareholders grievance committee)</b>	4
<b>Number of shares held in Company</b>	N.A.
<b>Chairmanship of committees (includes Audit Committee/ shareholders grievance committee)</b>	Ampvolts Limited – Membership and Chairperson of 1. Audit Committee 2. Nomination and Remuneration Committee 3. Stakeholders' Relationship Committee 4. Risk Management Committee

**NOTES:**

1. In case on any query/ies Members may contact on 022 41495895 or write to us on [compliance@ampvolts.com](mailto:compliance@ampvolts.com). Further any physical communication/letters may be sent at Registered Office of company situated at Cabin No. 11, 7<sup>th</sup> Floor, Times Square, Andheri Workflo, Next to Sai Service, Andheri East, Mumbai – 400069.
2. The Ministry of Corporate Affairs (“MCA”) vide its Circular No. 10/2022 dated December 28, 2022 read together with Circular No. 02/2022 dated May 05, 2022, Circular No. 21/2021 dated December 14, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020, Circular No. 17/ 2020 dated April 13, 2020 and Circular No. 14/ 2020 dated April 8, 2020 (collectively referred to as “MCA Circulars”), have permitted holding of the Annual General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), as amended from time to time, MCA Circulars and SEBI Circulars, the 24<sup>th</sup> Annual General Meeting (“AGM”) of the Company is being conducted on Tuesday, 24<sup>th</sup> September, 2024 at 3.00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) Facility, without the physical presence of members at a common venue. The deemed venue for the 25<sup>th</sup> AGM shall be the Registered Office of the Company.
3. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. In pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Corporate Members can attend the AGM through VC/OAVM and cast their votes through e-voting.
5. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed to this Notice.
6. The attendance of the Members attending the AGM through VC/OAVM shall be considered for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. The Register of members and the share Transfer Books of the Company will be closed from Wednesday, 18<sup>th</sup> September, 2024 to Tuesday, 24<sup>th</sup> September, 2024 (both the days inclusive) for the purpose of AGM.
8. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is attached and forms part of this Notice.
9. Relevant documents referred to in accompanying Notice and the explanatory statement, registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to [compliance@ampvolts.com](mailto:compliance@ampvolts.com).
10. Members seeking any information or in case of any queries may send a written communication to the registered office address of the Company or email to [compliance@ampvolts.com](mailto:compliance@ampvolts.com) at least a week in advance to enable the availability of information/response at the meeting.
11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report for financial year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for financial year 2023-24 will also be available on website of the Company i.e. [www.ampvolts.com](http://www.ampvolts.com), website of the Stock Exchanges i.e. BSE Limited ([www.bseindia.com](http://www.bseindia.com)). For any communication, the shareholders may also send requests to the

designated email address of the Company [i.e.compliance@ampvolts.com](mailto:i.e.compliance@ampvolts.com). The Notice of AGM is also placed on the website of PURVA (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. <https://evoting.purvashare.com>.

12. Members holding shares in demat are requested to intimate any changes in their address or bank mandates to their depositories participants with whom they are maintaining demat accounts immediately. Members holding shares in physical form are requested to advise any change of address immediately to M/s. Purva Shareregistry (India) Private Limited, the Registrar & Share Transfer Agent.
13. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Tuesday 17<sup>th</sup> September, 2024, may obtain the login ID and password either by sending an email request on :- [evoting@purvashare.com](mailto:evoting@purvashare.com) or by communicating a request to Issuer/RTA.
14. The remote e-voting period commences from Saturday, 21<sup>st</sup> September, 2024 at 9.00 a.m. and ends on Monday, 23<sup>rd</sup> September, 2024 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on Tuesday, 17<sup>th</sup> September, 2024 (cut-off date) may cast their vote electronically. The remote e-voting module shall be disabled by Purva for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change/modify it subsequently or cast the vote again.
15. The voting rights of shareholders shall be in proportion to the paid-up equity shares held in the Company as on Tuesday, 17<sup>th</sup> September, 2024 the cut- off date. Any person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
16. In compliance with the provisions of Section 108 of the Companies Act, 2013, (the Act), Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to the members, a remote e-voting facility in respect of the business to be transacted at the 25<sup>th</sup> AGM and facility for those Members participating in the 25<sup>th</sup> AGM to cast vote through e-voting system during the 25<sup>th</sup> AGM.
17. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
18. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Purva, on all the resolutions set forth in this Notice. Instructions for e-voting are given here in below. Resolution(s) passed by Members through e-voting is / are deemed to have been passed as if they have been passed at the AGM.
19. In terms of Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and pursuant to Clause 1.2.5 of the Secretarial Standard on General Meetings (SS-2) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, details of Director seeking re-appointment at the 25<sup>th</sup> Annual General Meeting are as under:

<b>Name of the Director</b>	<b>Naimish Raval (DIN: 09359061)</b>
Age	54 years
Brief resume, Qualification and Expertise	Mr. Naimish Sharadchandra Raval has a degree in Bachelor of Engineering and MBA. He has significant experience of 33 years.
Terms and conditions of appointment / Reappointment	As per the resolution no. 4 mentioned in notice of AGM dt. 5 <sup>th</sup> May, 2023 read with respective explanatory statement
Last drawn remuneration (FY 2023-2024)	Rs. 24 Lacs
Date of first appointment on the Board	20 <sup>th</sup> December, 2022
Number of shares held	NA
Relationship with Directors inter-se	None
Number of Board Meetings attended during F.Y. 2023-24	9 (Nine) Board Meetings were held and attended during the FY 2023- 24
List of Directorships held in other companies/ LLP	AV AC DC Renew Private Limited
Chairman/ Member of the Committees of Boards of other companies	Nil

**The Instructions for members voting electronically are as under:**

The remote e-voting period begins on Saturday, 21<sup>st</sup> September, 2024 at 9.00 a.m. and ends on Monday, 23<sup>rd</sup> September, 2024 at 5.00 p.m. The remote e-voting module shall be disabled by Purva for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, 17<sup>th</sup> September, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Tuesday, 17<sup>th</sup> September, 2024.

**How do I vote electronically using Purva e-Voting system?**

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below.

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/ NSDL/ KARVY/ LINKINTIME/ PURVA, so that the user can visit the e-Voting service providers' website directly.</li> </ol>

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(i) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- 1) The shareholders should log on to the e-voting website <https://evoting.purvashare.com>.
- 2) Click on “Shareholder/Member” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) or [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen.



- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVENT NO. for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO/ABSTAIN” for voting. Select the option YES or NO or ABSTAIN as desired. The option YES implies that you assent to the Resolution, option NO implies that you dissent to the Resolution and option ABSTAIN implies that you are not voting either for or against the Resolution.
- (xi) Click on the “NOTICE FILE LINK” if you wish to view the Notice.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://evoting.purvashare.com> and register themselves in the “Custodians / Mutual Fund” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [evoting@purvashare.com](mailto:evoting@purvashare.com)
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [compliance@ampvolts.com](mailto:compliance@ampvolts.com), if they have voted from individual tab & not uploaded same in the Purva e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is the same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend the meeting will be available where the EVENT NO. of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@ampvolts.com](mailto:compliance@ampvolts.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [compliance@ampvolts.com](mailto:compliance@ampvolts.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the Purva e-Voting System, you can write an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022-49614132 and 022-49700138.

All grievances connected with the facility for voting by electronic means may be addressed to Ms. Deepali Dhuri, Compliance Officer, Purva Sharegistry (India) Private Limited, Unit No. 9, Shiv Shakti Industrial Estate, J. R. Boricha Marg, Lower Parel (East), Mumbai - 400011 or send an email to [evoting@purvashare.com](mailto:evoting@purvashare.com) or contact at 022- 022-49614132 and 022-35220056.

**ANNEXURE B**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING SPECIAL BUSINESS;**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

**Item No. 3**

The Company frequently enters into transactions with parties as defined under section 2 (76) of the Companies Act, 2013. The Company is currently making all the transactions with related parties in ordinary course of business, which are approved by the audit committee and Board of Directors of the Company. The Company may, in future have to enter into certain business transactions with related parties during, which may not be on arm's length basis, and as Section 188 requires Member's approval, the Company proposes to take prior approval from Members for Nature and amount of transactions, which may have to be entered in future by the Company.

The Board further assures that the management of the Company either expressly or impliedly shall not enter into any related party transaction to take any personal benefit or to defeat interest of the Company. The details of related parties are mentioned in the resolution.

Your directors recommend the Resolution set out in Item No. 3 of this AGM Notice to the Members for their consideration and approval by Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the Ordinary Resolution except to the extent of their shareholding.

**Item No. 4**

Mrs. Tejas Shah (DIN: 08626567) is an Independent Non-Executive Director on the Board of the Company. She joined the Board of Directors ('the Board') of the company on February 20, 2020. At the Annual General Meeting held on September 30, 2020 the members of the company approved the appointment of Mrs. Tejas Shah as an Independent Non – Executive Director under the Companies Act, 2013 ("the Act") for a 5 years term from February 20, 2020 to February 19, 2025. Mrs. Tejas Shah is due for retirement from her term as an Independent Director on February 19, 2025.

In accordance with Section 149 (10) and (11) of the Act, an Independent Director can hold office for two consecutive terms of up to five years each on the Board of a Company, subject to shareholders approving the second term by passing a special resolution.

Mrs. Tejas Shah possesses requisite knowledge, experience of more than 15 years and skill for the position of an Independent Director as per required criteria under the Act and rules & regulations made thereunder. She is Chairperson and Member of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee of the Company.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mrs. Tejas Shah for the office of Independent Director for a second term. The Company has received from Mrs. Tejas Shah, her consent to act as Director of the Company along with a declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act and Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and an intimation to the effect that she is not disqualified from being appointed as a Director in terms of Section 164(2) of the Act.

Based on the recommendation of the NRC, and considering the reports of performance evaluation, Mrs. Tejas Shah skills, vast experience and requisite knowledge and her contribution over the years as an Independent Director of the Company, the Board believes that Mrs. Tejas Shah's continued association

as an Independent Director on the Board of Directors of the Company would be of immense benefit to the Company.

The Board recommends the re-appointment of Mrs. Tejas Shah as an Independent Director of the Company for the second term from February 20, 2025 to February 19, 2030. Your directors recommend the resolution set forth in Item no. 4 for the approval of members as a Special Resolution.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and SEBI Listing Regulations, re-appointment of Independent Directors for their second term requires approval of Members by way of a Special Resolution. The terms and conditions of appointment of Mrs. Tejas Shah as an Independent Non- Executive Director is available for inspection by members at the Registered Office of the company on any working day during working hours between 10.00 a.m. to 12.00 noon.

Except Mrs. Tejas Shah, no other Director, Key Managerial Personnel of the company and their relatives thereof are interested or concerned financial or otherwise in the proposed resolution

**By the Order of Board of Directors  
For Ampvolts Limited  
(formerly known Quest Softech (India) Limited)**

**Date: 26<sup>th</sup> August, 2024**  
**Place: Vadoadra**

**Vipul Chauhan**  
**Managing Director**  
**DIN: 01241021**

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