

SHORTER NOTICE IS HEREBY GIVEN THAT THE SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. BHARAT FIH PRIVATE LIMITED (FORMERLY KNOWN AS RISING STARS MOBILE INDIA PRIVATE LIMITED) WILL BE HELD ON WEDNESDAY THE 20<sup>TH</sup> DAY OF OCTOBER 2021 AT 05.00 P.M THROUGH VIDEO CONFERENCING AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. M2, SIPCOT HI TECH SEZ ZONE DTA AREA, INDUSTRIAL PARK, PHASE-II, KANCHIPURAM, TAMILNADU-602106

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**ORDINARY BUSINESS:**

**1. ADOPTION OF ACCOUNTS**

To receive, consider and adopt the Board's Report, Auditor's Report and the Audited Financial Statements for the Financial year ending 31<sup>st</sup> March 2021.

**2. APPOINTMENT OF STATUTORY AUDITORS AND FIXING THEIR REMUNERATION:**

To appoint Statutory Auditors in place of the retiring Auditors and in this regard, to consider and if thought fit to pass with or without modification, the following resolutions as ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions, if any of the Companies Act, 2013 (the 'Act') and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for time being in force), **M/s. Deloitte Haskins & Sells LLP**, Chartered accountants, (Registration Number 117366W / W-100018 with the Institute of Chartered Accountants of India), be and are hereby appointed as the Statutory Auditors of the Company to hold office for a period of five years from conclusion of the Sixth Annual General Meeting till the conclusion of Eleventh Annual General Meeting on such remuneration as may be mutually agreed upon by Auditors and the Board of Directors of the Company."

**SPECIAL BUSINESS:**

**3. TO RATIFY/CONFIRM THE REMUNERATION OF THE COST AUDITORS FOR THE YEAR 2021-22:**

To consider and if thought fit to pass with or without modification, the following resolutions as ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any of the Companies Act, 2013, the remuneration of Mr. Suryanarayanan, Cost Accountant, Chennai (Membership number 24946, Registration No. 102347 with the Institute of Cost and Management Accountants) appointed by the Board of Directors of the Company to conduct audit of the Cost Records maintained by the Company in respect of mobile phones and parts thereof for the Financial year 2020-21 is fixed at INR 7,50,000/- (Rupees Seven Lacs Fifty Thousand only) plus applicable taxes and out-of-pocket expenses that may be incurred, be and is hereby ratified."

**4. REGULARISATION OF APPOINTMENT OF MR. KAM WAH DANNY TAM AS DIRECTOR:**

To consider and if thought fit to pass with or without modification, the following resolutions as ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any another applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) Mr. Kam Wah Danny Tam (DIN 09229307), who was appointed as an Additional Director of the Company by the Board of Directors on 26<sup>th</sup> August 2021 to hold office under Section 161 (1) of the Companies Act, 2013 up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

**5. REGULARISATION OF APPOINTMENT OF MR. HUI CHUNG CHEN AS DIRECTOR:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any another applicable provisions if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force) Mr. Hui Chung Chen (DIN 09235250), who was appointed as an Additional Director of the Company by the Board of Directors on 26<sup>th</sup> August 2021 to hold office under Section 161 (1) of the Companies Act, 2013 up to the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.

**BY THE ORDER OF THE BOARD**

**Place:** Kanchipuram

**Date:** 20<sup>th</sup> October 2021

**SD/-**

Ramachandran Kunnath  
Company Secretary, M.No. A57817  
Mambakkam, Kancheepuram - 602106

**NOTES:**

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
- Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The proxy form duly stamped and executed should be deposited / lodged at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. Proxies submitted on behalf of Limited Companies, Societies etc., must be supported by an appropriate resolution / authority, as applicable.
- Members / Proxies should bring the Attendance slip duly completed, signed and stamped for attending the meeting.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the company, provided that not less than three days of notice in writing is given to the Company.
- The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out the details relating to special business at the meeting, is annexed hereto.
- A route map along with prominent landmark for easy reach to the venue of general meeting is annexed with this notice.
- The EGM notice with Attendance Slip and Proxy form are being sent by electronic mode only to all the members whose email addresses are registered with the Company for communication purpose unless a member has requested for a hard copy of the same.

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

**Item No. 3:**

The Board of Directors of the Company in its meeting held on 27<sup>th</sup> September, 2021 to provide, Mr. K. Suryanarayanan, Cost Auditor (Membership No. 24946; Registration No. 102347) who are appointed as the Cost Auditor of the Company pertaining to Mobile phones and parts thereof (covered under HSN 85171290, HSN 85171210, HSN 85177010) on such remuneration including out of pocket expenses and other expenses, subject to the ratification of the Shareholders, a at INR 7,50,000.00 (Rupees Seven Lakhs and Fifty Thousand only) for the financial year 2021-22. Thus the Board recommends that the remuneration payable to the Cost Auditors be ratified by the Shareholders at the ensuing Annual General meeting of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in terms of the resolution set out in Item No. 3 of this Notice.

**Item No.4**

Mr. Kam Wah Danny Tam was first inducted to the Board at the Board Meeting held on 26th August 2021 and in the same meeting he was appointed as the Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013. Mr Kam Wah Danny Tam can hold office upto the date of the ensuing the Annual General Meeting. The Board is of the view that the appointment of Mr Kam Wah Danny Tam on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said Resolution No.4 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in terms of the resolution set out in Item No.4 of this Notice.

**Item No.5**

Mr. Hui Chung Chen was first inducted to the Board at the Board Meeting held on 26th August 2021 and in the same meeting he was appointed as the Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013. Mr Hui Chung Chen can hold office upto the date of the ensuing the Annual General Meeting. The Board is of the view that the appointment of Mr Hui Chung Chen on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said Resolution No.4 for approval by the members of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in terms of the resolution set out in Item No.5 of this Notice.

**BY THE ORDER OF THE BOARD**

**Place:** Kanchipuram

**Date:** 20<sup>th</sup> October 2021

**SD/-**

Ramachandran Kunnath  
Company Secretary, M.No. A57817  
Mambakkam, Kancheepuram - 602106