ASCENT CIRCUITS

AN AMBER GROUP COMPANY

NOTICE

NOTICE is hereby given that an Extra Ordinary General Meeting of the members of **ASCENT CIRCUITS PRIVATE LIMITED** will be held at **SHORTER NOTICE** on Tuesday, 12th day of August, 2025 at B-13, I.T.I. Industrial Estate Mahadevpur, Bangalore., Karnataka, India, 560048 At 1:30 P.M. to transact following as :

SPECIAL BUSINESS

1. **TO APPOINT M/S S.R. BATLIBOI & CO. LLP (FIRM REGISTRATION NO: 301003E/E300005) AS THE STATUTORY AUDITOR OF THE COMPANY AND REVIEW THE TERMS AND SCOPE OF APPOINTMENT AND FIXATION OF FEES, TO FILL THE CASUAL VACANCY, DUE TO RESIGNATION OF M/S GOWTHAMA & COMPANY, CHARTERED ACCOUNTANTS, ERSTWHILE STATUTORY AUDITORS OF THE COMPANY, HAVING FIRM REGISTRATION NO. 005917S**

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

"RESOLVED THAT on the recommendation of Audit Committee and Board, pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No: 301003E/E300005), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation tendered by M/s Gowthama & Company, Chartered Accountants, erstwhile Statutory Auditors of the Company, having Firm Registration No. 005917S, to hold office till the conclusion of the Annual General Meeting to be held in the year 2026.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized severally to decide and finalize the terms and conditions of appointment, including the remuneration, applicable taxes, and reimbursement of out-of-pocket expenses, in consultation with the Statutory Auditors.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized severally to do all such acts, deeds, matters, and things as may be necessary, expedient, or desirable to give effect to the above resolution."

By order of the Board of Directors
For **Ascent Circuits Private Limited**

Ascent Circuits Private Limited

(Manjunath Punyamurthy)
Managing Director
DIN : 00900902
Address: P Y Setty #1282, 13th Cross Indiranagar 2nd Stage Bangalore, North Indiranagar, Karnataka 560038

Place : Bangalore
Date: 12 August 2025

Notes

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING ("EGM") IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE ON A POLL ON HIS/ HER BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF COMPANY. THE INSTRUMENT APPOINTING THE PROXY TO BE EFFECTIVE, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY-EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING. BLANK PROXY FORM FOR THE AGM IS ENCLOSED.**

   A person can act as a proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 member.

2. **PROXIES SUBMITTED ON BEHALF OF COMPANIES AND OTHER BODIES CORPORATE, SOCIETIES, TRUST, ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION, AS APPLICABLE.**

3. A corporate member entitled to attend the EGM shall along with their authorised representative(s) send a certified true copy of a resolution passed by the Board of Directors and vote on their behalf at the meeting.

4. Members are requested to notify immediately any change of address:
   (i) To their Depository Participants (DPs) in respect of the shares held in electronic form and;
   (ii) To the Company in respect of the shares held in physical form together with a proof of address viz. Electricity Bill/Telephone Bill/Ration Card/Voter ID Card/Passport etc.

5. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company quoting reference of their folio numbers or their client ID number with DP ID number, as the case may be.

6. Members/ proxies should bring their attendance slip/sheet duly completed for attending the meeting.

7. The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of Item No. 1 set out above is annexed hereto.

8. All documents referred to in the accompanying notice and the explanatory statement shall be available for inspection to the members during the office hours.

By order of the Board of Directors
For **Ascent Circuits Private Limited**

(Manjunath Punyamurthy)
Managing Director
DIN : 00900902

Place : Bangalore
Date: 12 August 2025

Address: P Y Setty #1282, 13th Cross Indiranagar 2nd Stage Bangalore, North Indiranagar, Karnataka 560038

ASCENT CIRCUITS

AN AMBER GROUP COMPANY

Explanatory Statement

{Pursuant to Section 102 of the Companies Act, 2013, to the resolutions proposed to be passed at the Extra Ordinary General Meeting to be held at Shorter Notice on 12.08.2025 at 1:30 P.M.}

ITEM NO. 1

M/s Gowthama & Company, Chartered Accountants (Firm Registration No. 005917S), were appointed as the Statutory Auditors of the Company at the Annual General Meeting held on 30th September 2022, to hold office from the conclusion of that meeting until the conclusion of the Annual General Meeting to be held in the year 2027, in accordance with the provisions of the Companies Act, 2013 ("the Act").

Subsequently, M/s Gowthama & Company have tendered their resignation, vide their letter dated 8th August 2025, thereby creating a casual vacancy in the office of Statutory Auditors under Section 139(8) of the Act.

As the Company is a material step-down subsidiary of Amber Enterprises India Limited ("Amber"), the ultimate holding company, the Board of Directors of the Company, with a view to ensuring operational convenience, audit standardization, and to bring uniformity across group entities, has recommended to appoint a common statutory auditor, aligned with that of Amber.

Accordingly, to fill the above vacancy, the Board of Directors of the Company, at its meeting held on 12th August 2025, based on the recommendation of the Audit Committee, has proposed the appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (Firm Registration No. 301003E/E300005), as the Statutory Auditors of the Company to hold office from the date of shareholders' approval until the conclusion of the next Annual General Meeting to be held in the year 2026.

The remuneration payable to the proposed Statutory Auditors, along with applicable taxes and reimbursement of out-of-pocket expenses, shall be determined in consultation with them and approved by the Board of Directors from time to time.

A copy of the consent letter and the eligibility certificate under Section 139 of the Act, received from M/s S.R. Batliboi & Co. LLP, confirming their eligibility to be appointed as Statutory Auditors of the Company, shall be made available for inspection by the members during working hours, up to the date of the Extraordinary General Meeting.

None of the Directors, Key Managerial Personnel (KMPs), or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board confirms that all material facts relating to the proposed resolution have been disclosed, and to the best of its knowledge and belief, no further information is required to enable members to understand the scope, implications, and make an informed decision regarding the proposed appointment.

ASCENT CIRCUITS

AN **AMBER GROUP** COMPANY

Accordingly, the Ordinary Resolution as set out at Item No. 1 of the accompanying Notice is recommended for the approval of the shareholders.

By order of the Board of Directors
For **Ascent Circuits Private Limited**

Ascent Circuits Private Limited

(Manjunath Punyamurthy)
Managing Director
DIN : 00900902
Address: P Y Setty #1282, 13th Cross Indiranagar 2nd Stage Bangalore, North Indiranagar, Karnataka 560038

Place: Bangalore
Date: 12 August 2025

Ascent Circuits Private Limited: CIN: U31200KA1999PTC024700 | **GSTIN:** 33AABCR2074D1ZV
Regd. Address: #B-13, ITI Ancillary Industrial Estate, Mahadevapura, Bangalore 560048, Karnataka, India.
Corporate Office & Factory: #111, SIPCOT Phase 1, Hosur, Tamil Nadu 635126, India.
P: +91 4344 271122 / +91 4344 271129
E: connect@ascentcircuits.com / accounts@ascentcircuits.com
www.AscentCircuits.com