**Corporate Office:**
164/1, Mohakampur, Delhi Road,
Meerut - 250002
T +91 121 2513801
E response@amarujala.com
W www.amarujala.com

अमर उजाला
AMAR UJALA LIMITED
(Formerly known as Amar Ujala Publications Limited)
**Unit Address:**
C-21, Sector 59, Noida, UP - 201301
T +91 120 4694000; F +91 120 2587325

## NOTICE

Notice is hereby given that 19th Annual General Meeting of Amar Ujala Limited (formerly Amar Ujala Publications Limited) will be held on **Thursday, December 24, 2020 at 3:00 p.m. at C-21, Sector-59, Noida-201301** to transact the following business:

**Ordinary Business:**

1. **To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors' and Auditors' thereon; and**

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

   a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended on March 31, 2020 and the reports of the Board of Directors' and Auditors' thereon laid before this meeting, be and are hereby considered and adopted."

   b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended on March 31, 2020 and the report of Auditors' thereon laid before this meeting, be and are hereby considered and adopted."

2. **To appoint a Director in place of Mr. Probal Ghosal (DIN: 00005739), who retires by rotation and being eligible, offers himself for re-appointment.**

   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 152 of the Companies Act, 2013, Mr. Probal Ghosal (DIN: 00005739), who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

**Special Business:**

3. **To consider the appointment of Mr. Ajai Kumar (DIN: 02446976) as Director**

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

   **"RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Ajai Kumar (DIN: 02446976), who was appointed as an additional director in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company and who holds office up to the date of this meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution and to file the requisite forms to the concerned Registrar of Companies".

4. **To consider the appointment of Mr. Ajai Kumar (DIN: 0060726) as an Independent Director**

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 Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and rule 4 of the Companies (Appointment & Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013, the consent of the company be and is hereby accorded for appointment of Mr. Ajai Kumar (DIN No: 02446976) as an Independent Director, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, to hold office for a period of 3 years with effect from September 27, 2019 to September 26, 2022 not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take all such acts, deeds and things as may be considered necessary to give effect to the aforesaid resolution and to file the requisite forms to the concerned Registrar of Companies".

5. **To consider and approve re-appointment of Mr. Rajul Maheshwari as Managing Director of the Company for further tenure of 5 years and to fix remuneration thereof**

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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Rajul Maheshwari as Managing Director of the Company for a period of five years from January 10, 2021 to January 09, 2026 at a remuneration of Rs. 90 Lacs p.a. and terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment including remuneration which may be paid to him within the overall limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any

"**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from any statutory authorities, as may be required in this regard."

6. **To consider and approve re-appointment of Mr. Tanmay Maheshwari as Whole Time Director of the Company for further tenure of 5 years and to fix remuneration thereof**

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 Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, (including any statutory modifications or re-enactment(s) thereof, for the time being in force), the consent of the members be and is hereby accorded for the re-appointment of Mr. Tanmay Maheshwari as Whole Time Director of the Company for a period of five years from February 05, 2021 to February 04, 2026 at a remuneration of Rs. 60 Lacs p.a. and terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Annual General Meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the term and conditions of the said appointment including remuneration which may be paid to him within the overall limits specified under Section 197, read with Schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) as may be agreed to between the Board of Directors and Mr. Tanmay Maheshwari.

"**FURTHER RESOLVED THAT** the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from any statutory authorities, as may be required in this regard."

**By Order of the Board**
**For Amar Ujala Limited**
(Formerly known as Amar Ujala Publications Limited)

**(Dipankar Dutta)**
Company Secretary
Membership No-A37203
Add: Gaur Grandeur, Sector 119, Noida-110096

Date: 28-11-2020
Place: Noida

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIM/HER AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   **A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
2. A Corporate member intending to send its authorized representative to attend the meeting is requested to send to the Company a certified copy of its Board Resolution authorizing its representative to attend and vote on its behalf at the meeting.
3. All documents mentioned in the accompanying notice are open for inspection at the registered office of the Company between 11 A.M. to 2 P.M. on all working days except Sunday up to the date of this Annual General Meeting.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
5. 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 AGM.
6. The Shareholders attending the meeting are expected to take all precautions associated with prevention of COVID-19 including wearing masks, keep distance between themselves during the meeting. The Company has made appropriate arrangements to conduct the meeting in accordance with Government Guidelines and advisories relating to COVID-19 issued from time to time.
7. The route map to the venue of the meeting is reproduced below:

8. The information/details as required by the Secretarial Standard-2 on General Meetings in respect of Director seeking appointment/re-appointment at ensuing 19th AGM are given hereunder:

| **Name of the Director** | **Shri Probal Ghosal** | **Shri Ajai Kumar** | **Shri Rajul Maheshwari** | **Shri Tanmay Maheshwari** |
|---|---|---|---|---|
| **DIN/PAN** | 00005739 | 02446976 | 00312121 | 02258517 |
| **Date of Birth** | 15.05.1957 | 26.06.1953 | 25.05.1961 | 01.01.1986 |
| **Date of First Appointment on the Board** | 01/03/2014 | 27/09/2019 | 29/03/2001 | 12/01/2011 |
| **Age** | 63 | 67 | 59 | 34 |
| **Qualifications** | Chartered Accountant | Master's degree in Physics, Bachelor of Law (L.L.B) & holding membership as Certified Associate of Indian Institute of Bankers (CAIIB) | Bachelor's degree in commerce | Bachelor's degree in technology in electronics and communication engineering |
| **Expertise in Specific Functional Area** | Finance, Strategy, Risk Management, Advisory | Finance, Risk Management & Information Technology | Human resources, administration, marketing and finance, Editorial etc | Marketing, overall administration |
| **List of Directorships in other Companies** | 1- Cygnus Medicare Private Limited<br>2- Arohan Academy of Skill Development Private Limited<br>3- Impressions Printing & Packaging Limited<br>4- Amar Ujala Web Services Private Limited | 1- Indiabulls Asset Management Company Limited<br>2- Kash Guru Financial Solutions Private Limited<br>3- Nuclear Power Corporation Of India Limited<br>4- Indiabulls General Insurance Limited<br>5- Poddar Wellness Limited<br>6- Krishnapatnam Port Company Limited | 1- Steren Impex Pvt. Ltd.<br>2- Help-Line Securities Private Limited<br>3- Adheeshth Holding Private Limited<br>4- Cygnus Medicare Private Limited<br>5- Impressions Printing & Packaging Limited<br>6- Arohan Academy Of Skill Development | 1-Help-Line Securities Private Limited<br>2- Amar Ujala Web Services Pvt. Ltd.<br>3- Antarctica Finvest Pvt. Ltd.<br>4- Steren Impex Private Limited<br>5- Adheeshth Holding Private Limited<br>6- Impressions printing & Packaging Limited<br>10- Digital News |

| | | | | |
|---|---|---|---|---|
| | | 7- Metropolitan Stock Exchange Of India limited | Private Limited | Publisher Association<br>11- Safalta Education Private Limited<br>12- Indic Life Private Limited<br>13- Digital News Publishers Association<br>14- The Indian Newspaper Society. |
| **Chairman/ Member of the Committee of the Board of Directors of Public Companies** | **Chairman-**<br>1- Corporate Social Responsibility Committee<br><br>**Member-**<br>1- Audit Committee<br>2- Financial Committee | **Chairman-**<br>1- Audit Committee | **Chairman-**<br>1- Financial Committee<br><br>**Member –**<br>1- Corporate Social Responsibility Committee<br>2- Nomination & Remuneration Committee | - |
| **Shareholding in the Company** | - | - | 27.27% | 0.72% |
| **Remuneration last drawn** (During the year 2019-2020) (in Lakhs) | 125.00 | - | 90.00 | 60.00 |
| **Relation with other Directors of the Company** | No relation | No relation | Relative of Tanmay Maheshwari | Relative of Rajul Maheshwari |
| **No. of Board Meeting Held/Attended during the year** | 4/4 | 2/3* | 4/4 | 4/4 |

* Mr. Ajai Kumar was appointed as an Additional Independent Director at Board Meeting held on September 27, 2019.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

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 Nos. 3 to 6 of the accompanying Notice:

**Item No. 3 & 4: To consider the appointment of Mr. Ajai Kumar (DIN: 02446976) as an Independent Director**

Based on the recommendation of the nomination and remuneration committee, at its meeting held on September 27, 2019, the Board has appointed Mr. Ajai Kumar (DIN: 02446976) as an additional and independent director of the Company with effect from September 27, 2019 till September 26, 2022.

The Company has received from him all statutory disclosures/declarations including,
(i) consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ("the Appointment Rules"),
(ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and
(iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

As per the provisions of Section 161 of the Act, an additional director appointed by the Board shall hold office up to the date of the ensuing annual general meeting and thereat shall be regularized as a director by the members. The Board, at its meeting held on September 27, 2019, appointed Ajai Kumar as an additional and independent director who holds office as Director up to the ensuing AGM. Accordingly, his regularization as Director and his appointment as Independent Director is placed for the approval of members.

Mr. Ajai Kumar had distinguished career in banking industry having more than forty years of experience in Public Sector Banking Industry holding eminent leadership positions in India and overseas (New York, USA) including as CMD of Corporation Bank, Executive Director of UCO Bank and as General Manager & Head of Technology and Retail Banking at Bank of Baroda Mr. Kumar holds Master's degree in Physics, Bachelor of Law (L.L.B) besides holding membership as Certified Associate of Indian Institute of Bankers (CAIIB).

Mr. Ajai Kumar is interested in the resolution set out at Item No. 3 & 4 of the Notice with regard to his appointment.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Ordinary Resolutions set out at Item No. 3 & 4 of the Notice for approval by the members.

**Item No. 5: To consider and approve re-appointment of Mr. Rajul Maheshwari as Managing Director of the Company for further tenure of 5 years and to fix remuneration thereof**

Mr. Rajul Maheshwari, aged 59 years, is a co-promoter and Managing Director of your Company. Mr. Maheshwari holds a bachelor's degree in commerce from University of Delhi.

He has about 32 years of experience in the Indian newspaper industry. Mr. Maheshwari has played a central role in the establishment of various units in western, eastern and central parts of Uttar Pradesh. He has been actively involved in restructuring of various departments at the corporate level of your Company, including the human resources, administration, marketing and finance departments. His current term of appointment as a Managing Director of the Company will expire on January 09, 2021. The Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Rajul Maheshwari should be available to the Company for a further period of five years with effect from January 10, 2021 to January 09, 2026. The Nomination and Remuneration Committee at its meeting held on September 7, 2020, had recommended to the Board about the remuneration and appointment of Mr. Rajul Maheshwari for a further period of five years from January 10, 2021 to January 09, 2026. The Board of Directors had also approved his remuneration and re-appointment at its meeting held on September 08, 2020, subject to the approval of shareholders of the company.

Following are the details of the remuneration proposed to be paid to Mr. Rajul Maheshwari, Managing Director of the company: -

Remuneration - Rs. 9,000,000 p.a. (Rupees Ninety Lacs Only)

**CAR**

Provision of car for use on company's business, all the expenses for the maintenance and running of motor car to be borne and paid by company. The company shall bill the use of the car for private purposes. The use of company's car for business purposes will not be considered as perquisite.

**TELEPHONE**

Provision of Mobile phone and telephone at residence will not be considered as perquisite.

**HOUSING ACCOMODATION**

Rent free housing accommodation at his place of posting/ stay or 30% of the reimbursement of salary whichever is lower.

**OTHER CONDITIONS**

1. **OVERALL REMUNERATION:** The aggregate of the remuneration as specified above or paid additionally in accordance with rules of the Company in any financial year, which the Nomination and Remuneration Committee and/or Board in its absolute discretion pay to the Managing Director from time to time, shall not exceed the limits prescribed from time to time under section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force).

2. **MINIMUM REMUNERATION:** Notwithstanding the foregoing, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profit or its profits are inadequate, the remuneration and other terms will be subject to Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

3. The terms and conditions set out for appointment and/or agreement may be altered and varied by the Nomination and Remuneration Committee and/or Board of Directors of the Company at its discretion, from time to time as it may deem fit, in accordance with the provisions of the Companies Act, 2013 or any amendment made there under in this regard.

4. Either company or the Managing Director may serve three months notice for terminating the employment. However the Board on recommendation of Nomination and Remuneration Committee is empowered to waive/ relax this condition.

5. Perquisites shall be evaluated as per "Income Tax Act, 1962" and rules made there under.

Mr. Rajul Maheshwari is interested in the resolution set out at Item No. 5 of the Notice. Mr. Tanmay Maheshwari, a Whole-time Director, and other relatives to Mr. Rajul Maheshwari may be deemed to be interested in the resolution set out at Item No. 5 of the Notice to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the members.

**Item No.6: To consider and approve re-appointment of Mr. Tanmay Maheshwari as Whole Time Director of the Company for further tenure of 5 years and to fix remuneration thereof**

Mr. Tanmay Maheshwari, aged 34 years, is a Whole Time Director of the Company. He is son of Late Mr. Atul Maheshwari, co-promoter of the Company. Mr. Maheshwari holds a bachelor's degree in technology in electronics and communication engineering from Uttar Pradesh Technical University, Lucknow. He has rich experience in the Indian newspaper industry and had previously been associated with the arm of Group M. As a Whole Time Director, he is involved in overall development of the advertising, marketing and digital business divisions of the Company. His current term of appointment as a Whole Time Director of the Company will expire on February 04, 2021. The Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Tanmay Maheshwari should be available to the Company for a further period of five years with effect from February 05, 2021 to February 04, 2026. The Nomination and Remuneration Committee of the Board at its meeting held on September 7, 2020 had recommended to the Board about the remuneration and appointment of Mr. Tanmay Maheshwari for a further period of five years from February 05, 2021 to February 04, 2026. The Board of Directors had also approved his remuneration and appointment at its meeting held on September 08, 2020, subject to the approval of shareholders of the company.

Following are the details of the remuneration proposed to be paid to Mr. Tanmay Maheshwari, Whole Time Director of the company: -

Remuneration - Rs. 6,000,000 p.a. (Rupees Sixty Lacs Only)

**CAR**

Provision of car for use on Company's business, all the expenses for the maintenance and running of motor car to be borne and paid by company. The company shall bill the use of the car for private purposes. The use of company's car for business purposes will not be considered as perquisite.

**TELEPHONE**

Provision of Mobile phone and telephone at residence will not be considered as perquisite.

F S

**HOUSING ACCOMODATION**

Rent free housing accommodation at his place of posting/ stay or 30% of the reimbursement of salary whichever is lower.

**OTHER CONDITIONS**

1. **OVERALL REMUNERATION:** The aggregate of the remuneration as specified above or paid additionally in accordance with rules of the Company in any financial year, which the Nomination and Remuneration Committee and/or Board in its absolute discretion pay to the Whole Time Director from time to time, shall not exceed the limits prescribed from time to time under section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 read with Schedule V to the said Act and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force).

2. **MINIMUM REMUNERATION:** Notwithstanding the foregoing, where in any financial year during the currency of the tenure of the Whole Time Director, the Company has no profit or its profits are inadequate, the remuneration and other terms will be subject to Schedule V of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

3. The terms and conditions set out for appointment and/or agreement may be altered and varied by the Nomination and Remuneration Committee and/or Board of Directors of the Company at its discretion, from time to time as it may deem fit, in accordance with the provisions of the Companies Act, 2013 or any amendment made there under in this regard.

4. Either company or the Whole Time Director may serve three months' notice for terminating the employment. However the Board on recommendation of Nomination and Remuneration Committee is empowered to waive/ relax this condition.

5. Perquisites shall be evaluated as per "Income Tax Act, 1962" and rules made there under.

Mr. Tanmay Maheshwari is interested in the resolution set out at Item No. 6 of the Notice. Mr. Rajul Maheshwari, Managing Director, and other relatives to Mr. Tanmay Maheshwari may be deemed to be interested in the resolution set out at Item No. 6 of the Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

**By Order of the Board**
**For Amar Ujala Limited**

**(Dipankar Dutta)**
Company Secretary
Membership No-A37203
Add: Gaur Grandeur, Sector 119, Noida-110096

Date: 28-11-2020
Place: Noida

## Form No. MGT-11

## Proxy Form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management & Administration) Rules, 2014]*

**CIN:** U22121DL2001PLC159705
**Name of the Company:** Amar Ujala Limited
**Registered Office:** 1101, 11th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, New Delhi-110001.

| |
|---|
| **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:.............................................., or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 19$^{th}$ Annual general meeting of the Company, to be held on the **Thursday, December 24, 2020 at 3:00 p.m. at C-21, Sector-59, Noida-201301** and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution No. | Particulars |
|---|---|
| 1 | To approve the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors' and Auditor's thereon. |
| 2 | To appoint a Director in place of Mr. Probal Ghosal (DIN: 00005739), who retires by rotation and, being eligible, offers himself for re-appointment. |
| 3 | To consider the appointment of Mr. Ajai Kumar (DIN: 02446976) as Director |
| 4 | To consider the appointment of Mr. Ajai Kumar (DIN: 02446976) as an Independent Director for a period of 3 years |
| 5 | To consider and approve re-appointment of Mr. Rajul Maheshwari as Managing Director of the Company for further tenure of 5 years and to fix remuneration thereof |
| 6 | To consider and approve re-appointment of Mr. Tanmay Maheshwari as Whole Time Director of the Company for further tenure of 5 years and to fix remuneration thereof |

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

Signature of shareholder

Revenue Stamp

Signature of Proxy holder(s)

Note: **This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**