**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

Shorter Notice is hereby given that 20th Annual General Meeting of Amar Ujala Limited will be held on Thursday, **September 30, 2021 at 04:00 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, 2021, the reports of the Board of Directors' and Auditors' thereon;**

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

   "**RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended on March 31, 2021 and the reports of the Board of Directors' and Auditors' thereon laid before this meeting, be and are hereby considered and adopted.

   **RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended on March 31, 2021 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. Tanmay Maheshwari (DIN: 02258517), 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. Tanmay Maheshwari (DIN: 02258517), who retires by rotation at this meeting be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

**Special** Business:

3. To consider **and approve revision in remuneration of Mr. Rajul Maheshwari, Chairman & Managing 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** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force and in furtherance of agenda item No. 5 of the special resolution



For Amar Ujala Limited

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passed at the 19th Annual General Meeting of the Company held on December 12, 2020 and pursuant to the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors at their meetings held on September 15, 2021, the consent of the members of the company be and is hereby accorded for revision in the remuneration payable to Mr. Rajul Maheshwari, Chairman & Managing Director of the Company from April 01, 2021 to January 09, 2026 on the following terms:

a. **Remuneration**

| Particulars | Per month (Amount in Rs.) |
|---|---|
| Salary | Rs. 1,250,000 per month with effect from April 01, 2021 with such increments as may be decided by the Board from time to time, subject to a ceiling of 20% per annum of Salary as stated above. |
| Commission | Upto 5% of Net Profit (including salary paid during the year) subject to overall ceiling of 10% for all the whole time directors computed in the manner as stipulated in section 197 and 198 of Companies Act 2013 read with schedule V of Companies Act, 2013 |

The company's contribution to provident fund to the extent not taxable under income tax laws, gratuity payable, leave encashment payable as per rules of company and to the extent not taxable under income tax laws shall not be included for the purpose of computation of salary as above:

I. He shall be provided 2 company owned cars for official work with 2 drivers and all fuel, insurance and repair expenses shall be borne by company and shall not be part of remuneration as above.

II. He shall be provided with 2 phones and 2 land line facilities (company owned) at residence for company work and shall not be part of remuneration as above.

III. He shall be reimbursed salary of 2 gardeners, and 2 housekeeping staff at home and the same shall not to be included in above salary.

IV. Reimbursement of expenses

Any kind of reimbursement of expenses incurred during work from home including staff deployed, electricity, entertainment, guest expenses, internet, computer, conveyance for discharge of duties for company's work shall not be included in remuneration. Further all other reimbursement of actual expenses inter-alia incurred on travelling, boarding and lodging including for spouses and attendants during company's work, business trips, any medical assistance provided including for family members, personal accidental insurance premium, 2 club membership fees, shall not be included in the remuneration limit.

For Amar Ujala Limited

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**B. Minimum Remuneration:**

If in any financial year during the currency of tenure of Mr. Rajul Maheshwari as the Chairman & Managing Director of the Company, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration by way of Salary within limits prescribed under Section II, Part II of Schedule V to the Companies Act, 2013, as amended from time to time.

**RESOLVED FURTHER THAT** the other terms and conditions of employment of Mr. Rajul Maheshwari to the extent not amended or modified herein shall remain unchanged and further the Board of Directors (including the Nomination & Remuneration Committee) be and are hereby authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution."

**4. To consider and approve revision in remuneration of Mr. Tanmay Maheshwari, Whole Time 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** pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), and in furtherance of agenda item no 6 passed at the 19th Annual General Meeting of the Company held on December 12, 2020 and pursuant to the recommendation of Nomination and Remuneration Committee and the approval of the Board of Directors at their meetings held on September 15, 2021, the consent of the members of the company be and is hereby accorded for revision in the remuneration payable to Mr. Tanmay Maheshwari, Whole Time Director of the Company from April 01, 2021 to February 04, 2026 on the following terms:

**A. Remuneration**

| Particulars | Per month (Amount in Rs.) |
|---|---|
| Salary | Rs. 1,250,000 per month with effect from April 01, 2021 with such increments as may be decided by the Board from time to time, subject to a ceiling of 20% per annum of Salary as stated above. |
| Commission | Upto 5% of Net Profit (including salary paid during the year) subject to overall ceiling of 10% for all whole time directors computed in the manner as stipulated in section 197 and 198 of Companies Act, 2013 read with schedule V of Companies Act, 2013 |

The company's contribution to provident fund to the extent not taxable under income tax laws, gratuity payable, leave encashment payable as per rules of company and to the extent not taxable under income tax laws shall not be included for the purpose of computation of salary as above;

For Amar Ujala Limited

Company

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I. He shall be provided 2 company owned cars for official work with 2 drivers and all fuel, insurance and repair expenses shall be borne by company and shall not be part of remuneration as above.

II. He shall be provided with 2 phones and 2 land line facilities (company owned) at residence for official work and shall not be part of remuneration as above.

III. He shall be reimbursed salary of 2 gardeners and 2 housekeeping staff at home and the same shall not to be included in above salary.

IV. Reimbursement of expenses

Any kind of reimbursement of expenses incurred during work from home including staff deployed, electricity, entertainment, guest expenses, internet, computer, conveyance for discharge of duties for company's work shall not be included in remuneration. Further all other reimbursement of actual expenses inter-alia incurred on travelling, boarding and lodging including for spouses and attendants during company's work, business trips, any medical assistance provided including for family members, personal accidental insurance premium, 2 club membership fees, shall not be included in the remuneration limit.

B. Minimum **Remuneration:**

If in any financial year during the currency of tenure of Mr. Tanmay Maheshwari as the Whole Time Director of the Company, the Company has no profits or its profits are inadequate, he shall be entitled to minimum remuneration by way of Basic Salary, Perquisites, allowances within limits prescribed under Section II, Part II of Schedule V to the Companies Act, 2013, as amended from time to time.

**RESOLVED FURTHER THAT** the other terms and conditions of employment of Mr. Tanmay Maheshwari to the extent not amended or modified herein shall remain unchanged and further the Board of Directors (including the Nomination & Remuneration Committee) be and are hereby authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution."

Date: 28.09.2021
Place: Noida

**By Order of the Board**
**For Amar Ujala Limited**
For Amar Ujala Limited
**(Dipankar Dutta)**
Company Secretary
Membership No-A37203
Add: Gaur Grandeur, Sector 119, Noida

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**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:

Date: 28.09.2021
Place: Noida

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

For Amar Ujala Limited

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

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

As per Section 102 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the business mention in Item No.(s) 3 & 4 of the accompanying notice:

**Item No. 3: To approve increase in remuneration of Mr. Rajul Maheshwari, Chairman & Managing Director of the Company**

Mr. Rajul Maheshwari, Managing Director of the Company was reappointed by means of resolution passed by the members of the company in the 19th Annual General Meeting of the Company held on December 12, 2020, for a period of 5 years from January 10, 2021 to January 09, 2026.

Further, considering the contribution of Mr. Rajul Maheshwari and the progress made by the company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on September 15, 2021 approved the revision in remuneration of Mr. Rajul Maheshwari for a period from April 01, 2021 to January 09, 2026 and terms and conditions enumerated in the given resolution.

Mr. Rajul Maheshwari satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196 of the Act. Also, he is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

Mr. Rajul Maheshwari is interested in the resolution set out at Item No. 3 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. 3 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 recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval by the members.

**Item No. 4: To approve increase in remuneration of Mr. Tanmay Maheshwari, Whole Time Director of the Company**

Mr. Tanmay Maheshwari, Whole Time Director of the Company was reappointed by means of resolution passed by the members of the company in the 19th Annual General Meeting of the Company held on December 12, 2020, for a period of 5 years from February 05, 2021 to February 04, 2026.

Further, considering the contribution of Mr. Tanmay Maheshwari and the progress made by the company under his directorship and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on September 15, 2021 approved the revision in remuneration of Mr. Tanmay Maheshwari for a period from April 01, 2021 to February 04, 2026 and terms and conditions enumerated in the given resolution.

Mr. Tanmay Maheshwari satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under Section 196 of the Act. Also, he is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

Mr. Tanmay Maheshwari, Whole Time Director is interested in the resolution set out at Item No. 4 of the Notice. Mr. Rajul Maheshwari, the Managing Director, and other relatives to Mr. Tanmay Maheshwari may be deemed to be interested in the resolution set out at Item No. 4 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 recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

Date: 28.09.2021
Place: Noida

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

For Amar Ujala Limited

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

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**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 20th Annual general meeting of the Company, to be held on **Thursday, September 30, 2021 at 04:00 p.m.** at C-21, **Sector-59, Noida-201301** and at any adjournment thereof in respect of such resolutions as are indicated below:

For Amar Ujala Limited

Secretary

**Corporate Office:**
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| Resolution No. | Particulars |
|---|---|
| 1 | To approve the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors' and Auditor's thereon. |
| 2 | To appoint a Director in place of Mr. Tanmay Maheshwari (DIN: 02258517), who retires by rotation and, being eligible, offers himself for re-appointment. |
| 3 | To consider and approve revision in remuneration of Mr. Rajul Maheshwari, Chairman & Managing Director of the Company |
| 4 | To consider and approve revision in remuneration of Mr. Tanmay Maheshwari, Whole Time Director of the Company |

Signed this 28th day of September 2021

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.**