Corporate Office:
154/1, Mohkampur, Delhi Road,
Meerut - 250002
T +91 121 2513901
E response@amarujala.com
W www.amarujala.com

अमर उजाला
AMAR UJALA LIMITED

Unit Address:
C-21, Sector 59, Noida, UP - 201301
+91 120 4694000; +91 120 2587325

NOTICE

Shorter Notice is hereby given that 21st Annual General Meeting of Amar Ujala Limited will be held on **Saturday, September 24, 2022 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, 2022, 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, 2022 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, 2022 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. Rajul Maheshwari (DIN: 00312121), 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. Rajul Maheshwari (DIN: 00312121), who retires by rotation at this meeting be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

3. **Appointment of Statutory Auditors.**

   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 139, 141 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the consent of the members be and is hereby accorded to appoint M/s Doogar & Associates, Chartered Accountants (FRN. 000561N), as Statutory Auditors of the Company to hold office for a term of five consecutive years from the conclusion of 21st Annual General Meeting (AGM) till the conclusion of the 26th Annual General Meeting (AGM) of the Company to be held in the year 2027 on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary in this regard."

Special Business:

4. **To consider the re-appointment of Mr. Ajai Kumar, as Independent Director of the Company.**

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 Sections 149, 150, 152 read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and recommendation of the Nomination and Remuneration Committee, the Consent of members be and hereby accorded to appoint, Mr. Ajai Kumar (DIN: 02446976), being eligible for re-appointment as an Independent Director of the Company, not liable to retire by rotation, who shall hold office for a second term of 5 (five) consecutive years, i.e. from September 27, 2022 to September 26, 2027.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary in this regard."

By Order of the Board
For Amar Ujala Limited

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

Date: 08-09-2022
Place: Noida

Corporate Office:
164/1, Mohakampur, Delhi Road,
Meerut - 250002
T +91 121 2513801
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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.**
2. **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.**
3. 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.
4. 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.
5. 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.
6. 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.
7. 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.
8. An explanatory statement pursuant to section 102 of the Companies Act, 2013 in respect of the above resolutions is enclosed and forms a part of the notice.
9. Pursuant to Section 20(2) of the Companies Act, 2013 read with rule 35 of the Companies (Incorporation) Rules, 2014, as amended, Companies are permitted to send official documents to their shareholders electronically.

By Order of the Board
For Amar Ujala Limited

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

Date: 08.09.2022
Place: 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) 4 of the accompanying notice:

Item No. 2: To appoint a director in place of Mr. Rajul Maheshwari (DIN: 00312121), who retires by rotation and being eligible, offers himself for re-appointment.

Section 152 of the Companies Act, 2013 requires that one third of the Directors liable to retire by rotation, shall retire from the office every year.

Mr. Rajul Maheshwari is the only retiring director and is liable to retire by rotation this year. He is the Chairman and Whole Time Director of Amar Ujala Limited having four decades of experience in Print Media. He is being eligible, has offered himself for re-appointment at this Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution set out at Item No. 2 of the Notice for approval by the members as Ordinary Resolution.

Item No. 4: To consider the re-appointment of Mr. Ajai Kumar, as Independent Director of the Company.

It is proposed to appoint Mr. Ajai Kumar (DIN No: 02446976) as an Independent Director of the Company in accordance with the applicable provisions of the Companies Act, 2013. His consent along with declaration regarding his eligibility to act as Director will be placed on the table.

Brief Profile-

Mr Ajai Kumar has a distinguished career in banking and Finance industry having more than forty-three 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.

Currently he is on the board of various reputed companies to name a few India bulls Asset Management Company Limited, Adani Krishnapatnam Port Limited, Metropolitan Stock Exchange of India Limited. He is also member of Top Management Grade selection panel of PSU Banks. He is also rendering advisory services on banking services and banking technology.

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 was appointed as an Independent Director of the Company by the members at the 19th AGM of the Company held on December 24, 2020 for a period of three consecutive years commencing from September 27, 2019 to September 26, 2022.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Mr. Kumar, being eligible for re-appointment as an Independent Director, has offered himself for re-appointment and he is proposed to be re-appointed as an Independent Director for second term of five consecutive years from September 27, 2022 to September 26, 2027 on the basis of his performance appraisal and recommendation from the Nomination and Remuneration Committee and approval of board of directors at its meeting held on 3rd September, 2022.

Mr. Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director in form DIR-6 and form DIR-2 respectively. The Company has also received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

Mr. Kumar fulfil the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 for his re-appointment as an Independent Director of the Company and is independent of the management.

None of the Directors/Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolution set out at Item No. 4 of the Notice for approval by the members as Special Resolution.

By Order of the Board
For Amar Ujala Limited

AMAR UJALA LIMITED

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

Date: 08.09.2022
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 20th Annual general meeting of the Company, to be held on **Saturday, September 24, 2022 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:

Resolution No.	Particulars
1	To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2022, the reports of the Board of Directors' and Auditors' thereon.

2	To appoint a Director in place of Mr. Rajul Maheshwari (DIN: 00312121), who retires by rotation and being eligible, offers himself for re-appointment.
3	Appointment of Statutory Auditors
4	To consider the re-appointment of Mr. Ajai Kumar, as Independent Director of the Company

Signed this ....day of September 2022

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.**