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

अमर उजाला
AMAR UJALA LIMITED
Unit Address:
C-21, Sector - 59, Noida, UP - 201301
T +91 120 4694000, F +91 120 2587325

AMAR UJALA LIMITED (CIN: U22121DL2001PLC159705)
ANNUAL REPORT FOR THE FINANCIAL YEAR 2023-24

CORPORATE INFORMATION (as on September 04, 2024)

THE BOARD OF DIRECTORS

Mr. Rajul Maheshwari	Whole Time Director
Mr. Tanmay Maheshwari	Managing Director
Mr. Ajai Kumar	Independent Director
Mrs. Shashi Lata Maheshwari	Additional (Non-Executive Non-Independent) Director
Mr. Atul Seksaria	Additional (Non-Executive Independent Director)

AUDIT COMMITTEE

Mr. Ajai Kumar	Chairperson
Mr. Atul Seksaria	Member
Mr. Tanmay Maheshwari	Member

NRC COMMITTEE

Mr. Atul Seksaria	Chairperson
Mr. Ajai Kumar	Member
Mr. Rajul Maheshwari	Member

CSR COMMITTEE

Mr. Rajul Maheshwari	Chairperson
Mr. Shashi Lata Maheshwari	Member
Mr. Atul Seksaria	Member

STATUTORY AUDITORS (Financial Year 2023-24)	M/s. Doogar & Associates, Chartered Accountants
SECRETARIAL AUDITORS (Financial Year 2023-24)	M/s. Ganesh Sharma & Associates, Company Secretaries
REGISTERED OFFICE ADDRESS	1101, 11th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, Connaught Place New Delhi - 110001

Amar Ujala Limited
CIN: U22121DL2001PLC159705
Registered Office: 1101, 11th Floor, Antriksh Bhawan, 22, K.G. Marg, Connaught Place, New Delhi-110001
Tel.: 0120-4694000; **Email:** cs@amarujala.com
Website: www.amarujala.com

NOTICE

NOTICE IS HEREBY GIVEN THAT 23RD (TWENTY THIRD) ANNUAL GENERAL MEETING OF AMAR UJALA LIMITED WILL BE HELD ON TUESDAY, SEPTEMBER 30, 2024 AT 11:30 A.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT 1101, 11TH FLOOR, ANTRIKSH BHAWAN, 22, KASTURBA GANDHI MARG, CONNAUGHT PLACE, NEW DELHI-110001 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, 2024, along with the Reports of the Statutory Auditors and Board of Directors thereon:**

   a) 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, 2024, along with the Reports of the Statutory Auditors and Board of Directors thereon, be and are hereby considered, approved and adopted."

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

   "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2024, along with the Report of the Statutory Auditors thereon, be and are hereby considered, approved 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 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any statutory modification(s) or re- enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Tanmay Maheshwari (DIN: 02258517), Managing Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment as a Director liable to retire by rotation."

SPECIAL BUSINESS:

3. **Appointment of Mrs. Shashi Lata Maheshwari (DIN: 03532617) as a Non-Executive Non-Independent Director on the Board of the Company:**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Shashi Lata Maheshwari (DIN: 03532617), who, based on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Non-Executive Non-Independent) of the Company by the Board of Directors with effect from April 01, 2024, be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, whose period of office shall be liable to be determined by retirement by rotation."

4. **Appointment of Mr. Atul Seksaria (DIN: 00028099) as a Non-Executive Independent Director on the Board of the Company:**

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

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force) read with schedule IV to the Act, Mr. Atul Seksaria (DIN: 00028099), who, based on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Director (Non-Executive Independent) of the Company by the Board of Directors with effect from April 01, 2024, be and is hereby appointed as a Non-Executive Independent Director of the Company for an initial term of 5 years commencing from April 01, 2024 i.e. upto March 31, 2029, with his period of office not liable to be determined by retirement by rotation."

By Order of the Board
For Amar Ujala Limited

(Lokesh Kumar Sharma)
Company Secretary
ICSI Membership No.: A52112
Address: Rahimpura (Dholabhata), Bagri, Tonk, Rajasthan – 304801

Date: 04.09.2024
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.

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, if any, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

7. The route map to the venue of the meeting is reproduced below:

By Order of the Board
For Amar Ujala Limited

(Lokesh Kumar Sharma)
Company Secretary
ICSI Membership No.: A52112
Address: Rahimpura (Dholabhata), Bagri, Tonk, Rajasthan – 304801

Date: 04.09.2024
Place: Noida

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

Item No.3:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors, at its meeting held on March 26, 2024, appointed Mrs. Shashi Lata Maheshwari (DIN: 03532617) as an Additional Director (Non-Executive Non-Independent) on Board of the Company. In terms of the provisions of Section 161(1) of the Act, Mrs. Shashi Lata Maheshwari holds office up to the date of this Annual General Meeting of the Company.

A brief profile of Shashi Lata Maheshwari is given hereunder:

'Dr. Shashi Lata Maheshwari, aged 74 years, holds a bachelor's degree in medicine from Motilal Nehru Medical College, Allahabad and a diploma in obstetrics and gynecology from the University of Allahabad. She has over 38 years of experience in medicine, and has previously been associated with the Woman Hospital, Meerut. She currently serves as a senior consultant, with the District Hospital, Meerut. She has been associated with Amar Ujala as an Independent Director for the last 10 years.'

The Company has received a consent letter from Mrs. Shashi Lata Maheshwari expressing her consent to act as a Non-Executive Non-Independent Director on the Board of the Company, and also a declaration that she is not disqualified to act as a Director by virtue of the provisions of Section 164(1) & (2) of the Act.

The Board believes that considers her long association on the Board of the Company, it is desirable to avail services of Mrs. Shashi Lata Maheshwari as a Non-Executive Non-Independent Director of the Company.

The Board of Directors of your Company recommends that this resolution be passed as an Ordinary Resolution by the Members.

Except Mrs. Shashi Lata Maheshwari and her relatives, none of the Directors of the Company and/or their relatives is, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

Item No.4:

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (the "Act") read with the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors, at its meeting held on March 26, 2024, appointed Mr. Atul Seksaria (DIN: 00028099) as an Additional Director (Non-Executive Independent) on Board of the Company. In terms of the provisions of Section 161(1) of the Act, Mr. Atul Seksaria holds office up to the date of this Annual General Meeting of the Company.

A brief profile of Mr. Atul Seksaria is given hereunder:

'Mr. Atul Seksaria is a Chartered Accountant and Graduated from B. Com (Hons.) from SRCC, Delhi University and served as senior partner with S.R. Batliboi & Co. LLP (Member Firm of EY Global), Walker Chandiok & Co. LLP (Member firm of Grant Thornton) and S. S.. Kothari Mehta & Co. (Member firm of HLB International) and possesses over 35 years of diverse & rich experience in Audit and Consulting.'

In terms of Section 149 and other applicable provisions of the Act, Mr. Atul Seksaria, being eligible, has offered himself for appointment, and it is proposed to appoint him as a Non-Executive Independent Director, not liable to retire by rotation, for a term of five (5) consecutive years, i.e. from April 01, 2024 to March 31, 2029.

The Company has received a consent letter from Mr. Atul Seksaria expressing his consent to act as a Director on the Board of the Company, and also a declaration that he is not disqualified to act as a Director by virtue of the provisions of Section 164(1) & (2) of the Act.

The Company has also received a declaration from Mr. Atul Seksaria that he meets the criteria of independence as provided in Section 149(6) of the Act, and that he is not aware of any circumstance or situation, which exists or which may reasonably be anticipated, that could impair or impact his ability to discharge his duties as an Independent Director on the Board of the Company with an objective and independent judgment and without any external influence.

The Board believes that it is desirable to avail services of Mr. Atul Seksaria as a Non-Executive Independent Director of the Company, and considers that his experience and expertise, especially in the field of finance, would be of immense benefit to the Company.

The Board of Directors of your Company recommends that this resolution be passed as an Ordinary Resolution by the Members.

Except Mr. Atul Seksaria and his relatives, none of the Directors of the Company and/or their relatives is, in any way, concerned or interested, whether financially or otherwise, in the proposed Resolution.

By Order of the Board
For Amar Ujala Limited

Lokesh

(Lokesh Kumar Sharma)
Company Secretary
ICSI Membership No.: A52112
Address: Rahimpura (Dholabhata),
Bagri, Tonk, Rajasthan – 304801

Date: 04.09.2024
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 Tuesday, September 30, 2024 at 11.30 A.M. at registered office of the Company situated at 1101, 11th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, Connaught Place, New Delhi-110001 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, 2024, along with the Reports of the Statutory Auditors and Board of Directors 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	Appointment of Mrs. Shashi Lata Maheshwari (DIN: 03532617) as a Non-Executive Non-Independent Director on the Board of the Company:
4	Appointment of Mr. Atul Seksaria (DIN: 00028099) as a Non-Executive Independent Director on the Board of the Company:

Signed this ....day of September 2024

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.**

ATTENDANCE SLIP

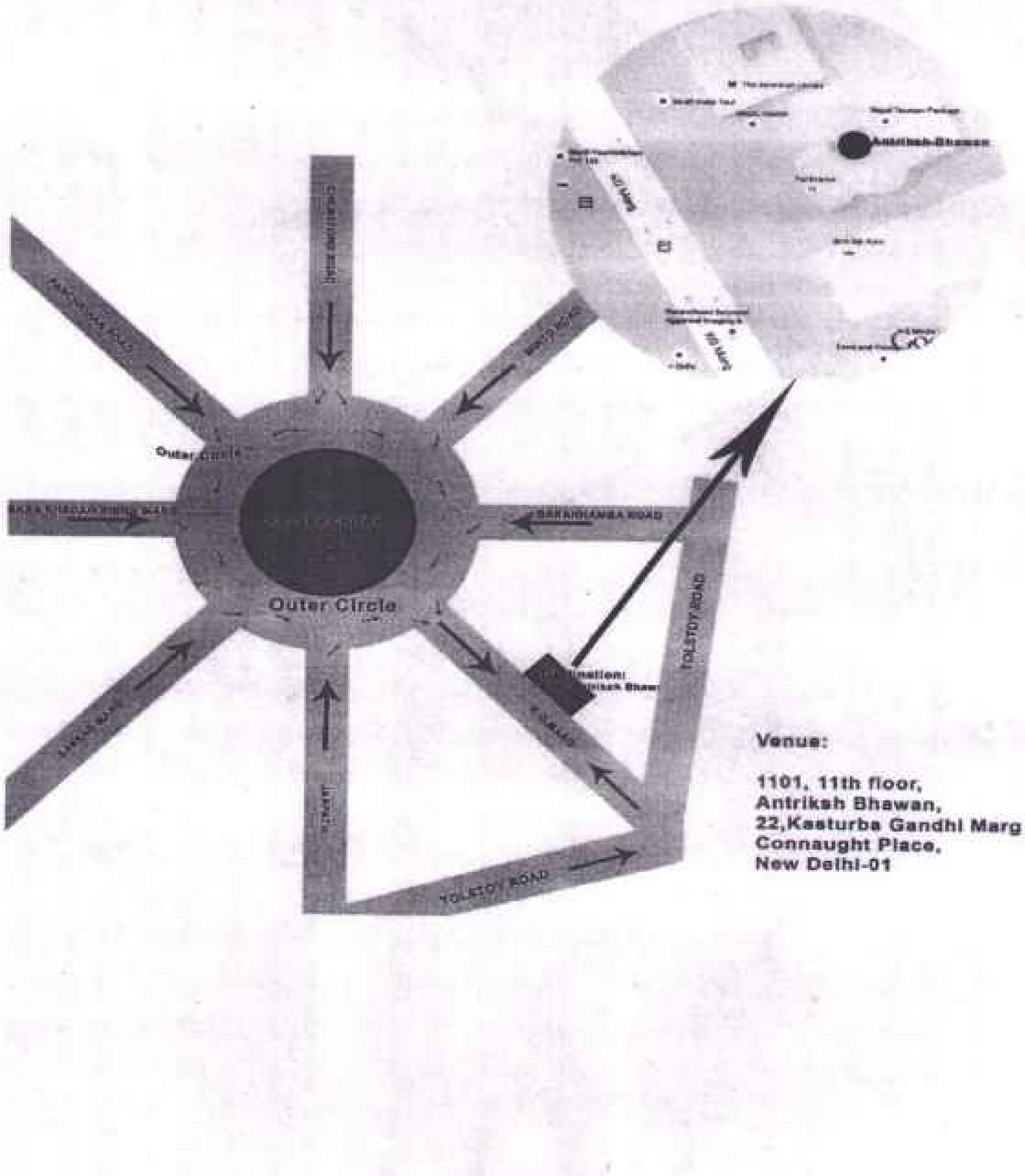
I certify that I am a registered shareholder/proxy for the registered Shareholder of Amar Ujala Limited and hereby record my presence at the 23rd Annual General Meeting of the Company on Tuesday, September 30, 2024 at 11.30 A.M. at registered office of the Company situated at 1101, 11th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg, Connaught Place, New Delhi-110001

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE:

Name	
Address & Email Id	
Folio No.	
No. of shares held	

Member's/Proxy's Signature

ROUTE MAP TO THE VENUE OF THE MEETING



Venue:

1101, 11th floor,
Antriksh Bhawan,
22,Kasturba Gandhi Marg
Connaught Place,
New Delhi-01