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

AMAR UJALA LIMITED (CIN: U22121DL2001PLC159705)
ANNUAL REPORT FOR THE FINANCIAL YEAR 2024-25

CORPORATE INFORMATION (as on September 02, 2025)

THE BOARD OF DIRECTORS

Mr. Rajul Maheshwari	**Whole Time Director**
Mr. Tanmay Maheshwari	**Managing Director**
Mr. Ajai Kumar	**Non-Executive Independent Director**
Mrs. Shashi Lata Maheshwari	**Non-Executive Non-Independent Director**
Mr. Atul Seksaria	**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 2024-25)	**M/s. Doogar & Associates, Chartered Accountants**
SECRETARIAL AUDITORS (Financial Year 2024-25)	**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 24TH (TWENTY FOURTH) ANNUAL GENERAL MEETING OF AMAR UJALA LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 25, 2025 AT 12:00 P.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, 2025, 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, 2025, 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, 2025, 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), approval of the Members of the Company be and is hereby accorded to the re-appointment of Mr. Tanmay Maheshwari (DIN: 02258517), as director, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To approve the alteration in Object Clause of the Memorandum of Association of the Company:**

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

"**RESOLVED** THAT pursuant to the provisions of Section 4 and 13 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) and re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions from any appropriate authority(ies) as may be necessary, and based on the recommendation of the Board of Directors, the approval of the members of the Company be and is hereby accorded to alter the Object Clause III of the Memorandum of Association of the Company in the following manner:

After Clause III (A) (5) of the Main Objects clause, the following clause shall be added:

6) To carry on the business of manufacturers, importers, exporters, agents, buyers, sellers, and distributors, of all kinds of essential and fixed oils, food products, spices (whole and ground) and its derivatives, oleoresins, medicinal herbs and its derivatives, agricultural products and its derivatives, flavoring substances, fragrance and perfumery substances and its formulations, functional food ingredients and its formulations, ayurvedic ingredients and products, nutraceuticals (including, but not limited to vitamins, amino acids and minerals), health supplements, pharmaceutical products, substances added to food, substances and formulations for special dietary use and sports nutrition, food for special medical purposes, novel and non-specified foods, natural colors, extracts/concentrates and their formulations derived from plant, mineral, algae or fungi, enzymes and synthetic products, using suitable manufacturing processes for human and animal usage as food, medicine or cosmetics and to carry on testing and research and development work in the field of natural and synthetic products and their respective derivatives and to carry on the business of plantations, collection, and for the purpose, purchase, take on, lease or otherwise acquire estates and lands to grow and cultivate medicinal crops and other plants of interest.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof), be and is hereby authorized to take such steps as may be necessary for alteration of the Object clause of the Memorandum of Association, and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to or in furtherance of the above resolutions."

4. **To approve the remuneration payable of Mr. Varun Maheshwari, President 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 Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications (s) or re-enactment thereof, for the time being in force), based on the recommendations of the Audit Committee and Board of Directors, the approval of the members of the Company be and is hereby accorded to the payment of remuneration to Mr. Varun Maheshwari, President of the Company and for holding an office or place of profit in the Company, up to Rs.50 Lakhs per annum with effect from October 01, 2025 as per details provided in the explanatory statement annexed to Notice of the Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to or in furtherance of the above resolution."

5. To grant a loan of up to Rs. 25 Crores to Maheshwari Educational Trust, Public Charitable Trust:

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

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the Act and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force), and Articles of Association of the Company and based on the recommendation of Audit Committee and approval of Board of Directors, grant of loan of up to Rs.25,00,00,000/- (Rupees Twenty Five Crores) to Maheshwari Educational Trust, a registered Public Charitable Trust, be and is hereby approved to enhance the scale of its charitable and educational initiatives.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to or in furtherance of the above resolution."

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: 02.09.2025
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: 02.09.2025
Place: Noida

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

ITEM NO.3

The Board at its meeting held on 2nd September, 2025 has considered and approved a proposal to add a new Clause in the Memorandum of Association of the Company so as to undertake and pursue new business activities inter-alia relating to manufacture, export, import, distribute all kinds of essential oils, food products, spices, nutraceuticals, dietary supplements and pharmaceutical products etc. This addition of new objects will effectively enable the Company to capitalize on the emerging business opportunities thereby enhancing the value to its stakeholders.

The proposed addition of new Object Clause (6) in the main objects of the Company as mentioned in the Notice requires approval of shareholders through passing of a Special Resolution.

The Board of Directors recommends this resolution for approval by the members in the best interests of the Company.

None of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned or interested, whether financially or otherwise, in the proposed Special Resolution at Item No. 3 of the Notice.

ITEM NO. 4

The Members are informed that the Board of Directors of the Company, at its meeting held on March 28, 2022, had appointed Mr. Varun Maheshwari as President of the Company, He is holding an office or place of profit in the Company with the approval of the Board of Directors with effect from April 01, 2022 and is drawing remuneration within the prescribed limits of monthly remuneration up to Rs.30 Lakhs per annum.

It is proposed to increase his remuneration up to Rs.50 Lakhs per annum.

In terms of Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, any appointment of a Director to an office or place of profit in a Company, where the remuneration exceeds the prescribed thresholds i.e.,30 Lakhs per annum, requires the approval of the Members of the Company.

Disclosure as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

Particulars	Details
Name of the Related Party	Mr. Varun Maheshwari
Name of the Director or Key managerial personnel who is related, if any	Mr. Rajul Maheshwari, Whole-Time Director
Nature of Relationship	Son of Whole-Time Director of the Company
Nature, material terms, monetary value and particulars of the contract or arrangements;	**Nature:** Payment of remuneration; **Material Terms:** He serves as the President of Amar Ujala Limited. In this role, he oversees critical functions related to the company's business operations, ensuring strategic alignment and operational efficiency across various departments. Additionally, he is a Director on the Boards of Impressions

	Printing and Packaging Ltd. and Amar Ujala Web Services Pvt. Ltd., wholly owned subsidiaries, where he contributes to governance and strategic decision-making; **Monetary Value:** Remuneration of up to Rs.50 Lakhs per annum; **Particulars of the contract or arrangements:** Increase in remuneration of Mr. Varun Maheshwari.
Any other information relevant or important for the members to take a decision on the proposed resolution.	Considering the role and responsibilities entrusted to Mr. Varun Maheshwari, and keeping in view his rich experience, expertise, and the contribution made by him towards the growth and operations of the Company, it is proposed to increase his remuneration

Considering the role and responsibilities entrusted to Mr. Varun Maheshwari, and keeping in view his rich experience, expertise, and the contribution made by him towards the growth and operations of the Company, the Audit Committee and Board of Directors has approved his remuneration up to Rs. 50 Lakhs per annum with effect from October 01, 2025,

The Board of Directors recommends this resolution for approval by the members as an Ordinary Resolution in the best interests of the Company.

None of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned or interested, whether financially or otherwise, except Mr. Rajul Maheshwari and Mr. Varun Maheshwari and their relatives in the proposed Resolution at Item No. 4 of the Notice.

ITEM NO. 5

The Company has received a request from Maheshwari Educational Trust, a duly registered public charitable trust, seeking financial assistance in the form of a loan facility. The primary objective of this loan is to enable the Trust to expand its reach and enhance the scale of its ongoing charitable and educational initiatives. Maheshwari Educational Trust is actively engaged in charitable activities focused mainly on education, currently operating two schools that provide quality education to children. The Trust has assured that any loan amount disbursed by the Company will be utilized strictly for charitable purposes.

Following a detailed review and recommendations made by the Audit Committee and Board of Directors, it is proposed that the Company grant a loan of up to Rs. 25 Crores to Maheshwari Educational Trust. The loan may be disbursed in one or more tranches at an annual interest rate not lower than rate of interest as specified in Section 186(7) of the Companies Act, 2013.

The proposed loan is within the statutory limits prescribed under Section 186 of the Companies Act, 2013.

The Board of Directors recommends this resolution for approval by the members as a Special Resolution in the best interests of the Company.

None of the Directors or Key Managerial Personnel (KMPs) of the Company and/or their relatives are, in any way, concerned or interested, whether financially or otherwise, except Mr. Rajul Maheshwari and Mr. Tanmay Maheshwari and their relatives in the proposed Resolution at Item No. 5 of the Notice.

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: 02.09.2025
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 24th Annual general meeting of the Company, to be held on Thursday, September 25, 2025 at 12:00 P.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, 2025, 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	To approve the alteration in Object Clause of the Memorandum of Association of the Company
4	To approve the remuneration payable of Mr. Varun Maheshwari, President of the Company
5	To grant a loan of up to Rs. 25 Crores to Maheshwari Educational Trust, Public Charitable Trust

Signed this ………..day of September 2025

Signature of shareholder

Signature of Proxy holder(s)

Revenue Stamp

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 Thursday, September 25, 2025 at 12:00 P.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