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AMAR UJALA LIMITED
(Formerly known as Amar Ujala Publications Limited)
Unit Address:
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NOTICE

Shorter Notice is hereby given that Extra Ordinary General Meeting of the Members of Amar Ujala Limited will be held on **Friday, April 01, 2022 AT 10:30 A.M. AT E-121, SECTOR-52, NOIDA-201301** to transact the following business:

Item No. 1: To consider and approve appointment of Mr. Rajul Maheshwari as Whole Time Director of the Company and to fix remuneration thereof

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a Special 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), and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors at their meetings held on March 28, 2022, consent of the members of the company be and is hereby accorded for the appointment of Mr. Rajul Maheshwari (DIN: 00312121) as the Whole Time Director of the Company for a period of five years from April 01, 2022 to March 31, 2027 at a remuneration of INR 1.5 Crore per annum on the following terms:

a. Remuneration

Particulars	Per month (Amount in Rs.)
Salary	Rs. 12,50,000 per month with effect from April 01, 2022 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.

For Amar Ujala Limited

Company Secretary

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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. Rajul 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 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 Board of Directors (including Nomination and Remuneration Committee) be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient or desirable for giving effect to this resolution; and 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."

Item No. 2- To consider and approve appointment of Mr. Tanmay Maheshwari as Managing Director of the Company and to fix remuneration thereof

To consider and if thought fit, to pass, with or without modification(s), the following resolutions as a Special 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), and pursuant to the recommendation of Nomination and Remuneration Committee and approval of Board of Directors at their meetings held on March 28, 2022, consent of the members of the company be and is hereby accorded for the appointment of Mr. Tanmay Maheshwari (DIN: 02258517) as Managing Director of the Company for a period of five years from April 01, 2022 to March 31, 2027 at a remuneration of INR 1.5 Crore per annum on the following terms:

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A. Remuneration

Particulars	Per month (Amount in Rs.)
Salary	Rs. 1,250,000 per month with effect from April 01, 2022 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;

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 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 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 Board of Directors (including Nomination and Remuneration Committee) be and are hereby authorized to do all such acts, deeds and things as may be necessary, expedient or desirable for giving effect to this resolution; and to settle any question or doubt that may arise in

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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

For Amar Ujala Limited

Dipankar Dutta
Company Secretary
Company Secretary
Membership No-A37203

Date: March 28, 2022
Place: 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 Extra Ordinary General Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is appended hereto.
5. The consent of all the members for convening the meeting at shorter notice is received.
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: -

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ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

Based on the recommendation of the Nomination and Remuneration Committee, Board of directors has approved the appointment of Mr. Rajul Maheshwari as Whole Time Director of the Company and fixed remuneration thereof at their meeting held on March 28, 2022.

To enhance corporate governance standards in the Company, Mr. Rajul Maheshwari, Chairman and Managing Director has decided to step down from his current position as Managing Director of the Company. He was appointed as Managing Director for a period of 5 years from January 10, 2021 to January 09, 2026. He has tendered his resignation as Managing Director effective from March 31, 2022 and has agreed to act as Whole Time Director of the Company.

It is proposed to appoint Mr. Rajul Maheshwari (DIN: 00312121) as the Whole Time Director of the Company for a period of five years from April 01, 2022 to March 31, 2027 at a remuneration of INR 1.5 Crore per annum.

The Company has received consent letter from Mr. Rajul Maheshwari to act as a Whole Time Director of the Company.

The Directors recommend and place before you the proposed resolution as special resolution for your consideration and approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise except Mr. Rajul Maheshwari, in the Resolution set out at Item No. 1 of this Notice except to the extent of his Directorship in the Company.

Item No. 2:

Based on the recommendation of the Nomination and Remuneration Committee, Board of directors has approved the appointment of Mr. Tanmay Maheshwari (DIN: 02258517) as Managing Director of the Company and fixed remuneration thereof at their meeting held on March 28, 2022.

Mr. Tanmay Maheshwari was appointed as Whole Time Director for a period of 5 years from February 5, 2021 to February 4, 2026. He is proposed to be appointed as Managing Director and hence has tendered his resignation as Whole Time Director effective from March 31, 2022.

The Company has received consent letter from Mr. Tanmay Maheshwari to act as the Managing Director of the Company.

For Amar Ujala Limited

Company Secretary

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It is proposed to appoint Mr. Tanmay Maheshwari (DIN: 02258517) as Managing Director of the Company for a period of five years from April 01, 2022 to March 31, 2027 at a remuneration of INR 1.5 Crore per annum.

The Directors recommend and place before you the proposed resolution as special resolution for your consideration and approval.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested, financially or otherwise except Mr. Tanmay Maheshwari, in the Resolution set out at Item No. 2 of this Notice except to the extent of his Directorship in the Company.

By Order of the Board
For Amar Ujala Limited

For Amar Ujala Limited

Dipankar Dutta
Company Secretary
Company Secretary
Membership No-A37203

Date: March 28, 2022
Place: 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 Extra Ordinary General Meeting of the Company, to be held on **Friday, April 01, 2022, at 10:30 A.M. at E-121, Sector-52, Noida-201301** and at any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.	Particulars
1	To consider and approve appointment of Mr. Rajul Maheshwari as Whole Time Director of the Company and to fix remuneration thereof
2	To consider and approve appointment of Mr. Tanmay Maheshwari as Managing Director of the Company and to fix remuneration thereof

Signed this .... day of 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.**