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

Notice is hereby given that Extra Ordinary General Meeting of the Members of Amar Ujala Limited will be held on **Monday, April 24, 2023 at 11:00 A.M. at C-21, Sector-59, Noida –201301** to transact the following business:

Item No. 1: To consider and approve the appointment of Mrs. Ruchi Maheshwari as Consultant of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section-188 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules framed there under, as amended from time to time, the consent of shareholders of the Company be and is hereby accorded to appoint Mrs. Ruchi Maheshwari, a related party, as a Consultant of the Company on Annual Retainership fee of Rs. 48,00,000/-(Rupees Forty-Eight Lakhs Only) per annum w.e.f. March 01, 2023.

RESOLVED FURTHER THAT Mr. Rajul Maheshwari, Chairman & Whole Time Director and/or Mr. Tanmay Maheshwari, Managing Director of the Company be and is hereby authorized to sign any documents including any agreement and decide the manner of payment and terms and conditions as may be mutually decided between Mrs. Ruchi Maheshwari and the company."

Item No. 2: To consider and approve the appointment of Mrs. Garima Maheshwari as Consultant of the Company

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

"**RESOLVED THAT** pursuant to the provisions of Section-188 and any other applicable provisions of the Companies Act, 2013, if any, and the Rules framed there under, as amended from time to time, the consent of shareholders of the Company be and is hereby accorded to appoint Mrs. Garima Maheshwari, a related party, as a Consultant of the Company on Annual Retainership fee of Rs. 48,00,000/-(Rupees Forty-Eight Lakhs Only) per annum w.e.f. March 01, 2023.

AMAR UJALA LIMITED

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

RESOLVED FURTHER THAT Mr. Rajul Maheshwari, Chairman & Whole Time Director and/or Mr. Tanmay Maheshwari, Managing Director of the Company be and is hereby authorized to sign any documents including any agreement and decide the manner of payment and terms and conditions as may be mutually decided between Mrs. Garima Maheshwari and the company."

By Order of the Board
For Amar Ujala Limited

AMAR UJALA LIMITED

Date: 30.03.2023
Place: Noida

Rajul Maheshwari
Chairman & Whole Time Director
DIN: 00312121

Regd. Office : 1101, 11th Floor, Antriksh Bhawan, 22, Kasturba Gandhi Marg,
Connaught Place, New Delhi - 110001
Tel. +91- 41516166, Fax. +91- 23736873
PAN No : AADCA0275H
CIN No : U22121DL2001PLC159705
GSTIN : 09AADCA0275H1ZU

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 route map to the venue of the meeting is reproduced below: -

AMAR UJALA LIMITED

ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

In accordance with the provisions of Section 188 (1) (f) of the Companies Act, 2013, it is required to obtain prior approval of the Board of Directors and Shareholders of the company where the Related Party's appointment in the company is in the office or place of profit at a monthly remuneration exceeding Rs. 2.5 lakhs i.e. Rs. 30 lakhs per annum.

Based on the recommendation of the Audit Committee, the Board of directors at their meeting held on March 30, 2023 had approved the appointment of Mrs. Ruchi Maheshwari, a related party as a Consultant of the Company on Annual Retainership fee of Rs. 48,00,000/-(Rupees Forty-Eight Lakhs Only) per annum w.e.f. March 01, 2023.

Mrs. Ruchi Maheshwari is the wife of Mr. Tanmay Maheshwari, Managing Director of the Company and is a MBA Finance having vast experience and has provided her consent to be appointed as Consultant of the company and provide such professional services to the company as may be mutually decided between Mrs. Ruchi Maheshwari and the company.

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

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

Item No. 2:

In accordance with the provisions of Section 188 (1) (f) of the Companies Act, 2013, it is required to obtain prior approval of the Board of Directors and Shareholders of the company where the Related Party's appointment in the company is in the office or place of profit at a monthly remuneration exceeding Rs. 2.5 lakhs i.e. Rs. 30 lakhs per annum.

Based on the recommendation of the Audit Committee, the Board of directors at their meeting held on March 30, 2023 had approved the appointment of Mrs. Garima Maheshwari, being a related party as a Consultant of the Company on Annual Retainership fee of Rs. 48,00,000/-(Rupees Forty-Eight Lakhs Only) per annum w.e.f. March 01, 2023.

Mrs. Garima Maheshwari is the wife of Mr. Varun Maheshwari S/o Mr. Rajul Maheshwari, Chairman & Whole Time Director of the Company and is PhD in Law and Governance engaged since 2013 in various Research positions and since 2022 working as an Assistant Professor at Vivekananda School of Law and Legal Studies, Guru Gobind Singh Indraprastha University, New Delhi and has granted her consent to be appointed as Consultant of the company and provide such professional services to the company as may be mutually decided between Mrs. Garima Maheshwari and the company.

AMAR UJALA LIMITED

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

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

By Order of the Board
For Amar Ujala Limited

AMAR UJALA LIMITED

Date: 30.03.2023
Place: Noida

Rajul Maheshwari
Chairman & Whole Time Director
DIN: 00312121

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 **Monday, April 24, 2023, at 11:00 A.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 approve the appointment of Mrs. Ruchi Maheshwari as Consultant of the Company.
2	To consider and approve the appointment of Mrs. Garima Maheshwari as Consultant of the Company.

Signed this ……… day of ………………………… 2023

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 Extra Ordinary General Meeting of the Company on Monday, April 24, 2023, at 11:00 A.M. at the registered office of the company at C-21, Sector-59, Noida –201301.

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