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
+91 120 4694000; +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, January 30, 2023 at 03:00 P.M. at C-21, Sector-59, Noida –201301** to transact the following business:

Item No. 1: To approve giving loan or guarantee or providing security in connection with loan under Section 185 of the Companies Act, 2013

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 Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company, be and is hereby accorded to the Board to exercise the powers for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by entities listed below and any Entity in which any of the Director of the Company is interested (collectively referred to as the "Entities"), up to a sum not exceeding **Rs. 100 Crores [Rupees Crores Only]** at any point in time, in its absolute discretion as may deems beneficial and in the best interest of the Company."

The list of such companies/entities covered under the provisions specified above to whom approval is accorded is as follows:

1. True Value Media Private Limited
2. Yoko Solutions Private Limited
3. Safalta Education Private Limited
4. Cygnus Medicare Private Limited

RESOLVED FURTHER THAT Mr. Tanmay Maheshwari, Managing Director and/or Mr. Rajul Maheshwari, Whole Time Director be and is hereby authorised to negotiate, finalise and agree on the terms and conditions of the aforesaid loan/guarantee/security and to do all such acts, deeds and things as may be necessary including execution of any deeds/documents/agreements/papers/writings for giving effect to this Resolution."

By Order of the Board
For Amar Ujala Limited

Date: 29.12.2022
Place: Noida

AMAR UJALA LIMITED

Rajul Maheshwari
Chairman & Whole Time Director
DIN: 00312121

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

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

Item No. 1:

Pursuant to the provisions of Section 185 of the Companies Act, 2013, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by "any person in whom any of the director of the company is interested" subject to the approval of shareholders of the company.

The expression **"any person in whom any of the director of the company is interested"** means:

a) any private company of which any such director is a director or member;

(b) any body corporate at a general meeting of which not less than twenty-five per cent. of the total voting power may be exercised or controlled by any such director, or by two or more such directors, together; or

(c) any body corporate, the Board of directors, managing director or manager, whereof is accustomed to act in accordance with the directions or instructions of the Board, or of any director or directors, of the lending company.

In context of the above, such companies which fall under the purview of Clause (a) and (b) as explained above are listed out as follows:

S. No.	Name of the Company (s)	Name of the Director who is a Director/Member in such Private Company	Name of the Director holding 25% or more voting power in such Body Corporate
1	True Value Media Private Limited	Mr. Tanmay Maheshwari	Mr. Rajul Maheshwari (28%)
2	Yoko Solutions Private Limited	Tanmay Maheshwari HUF	Tanmay Maheshwari HUF (45%)
3	Safalta Education Private Limited	Mr. Tanmay Maheshwari	-
4	Cygnus Medicare Private Limited	Mr. Rajul Maheshwari	-

The Audit Committee and the Board of Directors at their meetings has respectively approved subject to the approval of shareholders of the Company, giving of loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by entities listed out in the resolution and also to any other Entity in which any of the Director of the Company is interested (collectively referred to as the "Entities"), up to a sum not exceeding Rs. 100 Crores [Rupees Crores Only] at any point in time, in its absolute discretion as may deems beneficial and in the best interest of the Company."

AMAR UJALA LIMITED

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

None of the Directors except Mr. Rajul Maheshwari and 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.

By Order of the Board
For Amar Ujala Limited

Date: 29.12.2022
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, January 30, 2023, at 03:00 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 approve giving loan or guarantee or providing security in connection with loan under Section 185 of the Companies Act, 2013

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.

<u>ATTENDANCE SLIP</u>

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, 30th January, 2023 at 03.00 P.M. 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

ROUTE MAP OF THE VENUE OF THE MEEETING: