

AMAR VANIJYA LIMITED

Registered Office: 105, Southex Plaza- II, Leela Ram Market, South Extn- II, New Delhi - 110049
Corporate Identification No. (CIN) - L74900DL1985PLC020118
Tel: +(011) 41042727; E-mail: amar.vanijya@rediffmail.com;
Website: www.amarvanijya.com

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of the Members of Amar Vanijya Limited will be held on Wednesday, the 25th day of September, 2019 at 11.00 A.M at the registered office of the Company at 105, Southex Plaza - II, Leela Ram Market, South Extn. - II, New Delhi -110049, to transact the following business:

AS ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2019, including the Audited Balance Sheet as at 31st March, 2019 and the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Ms. Surbhi Choudhary (DIN: 06557104), who retires by rotation, and being eligible, offers herself for re-appointment.
3. To appoint Auditors of the Company and to authorise Board of Directors or Committee thereof to fix their remuneration and in this regard to consider and, if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit and Auditors) Rules, 2014, including any statutory re-enactment or modification thereof, **M/s B. Kumar & Co.**, Chartered Accountants, (Firm Registration No. 306098E) be and are hereby appointed as the Statutory Auditors of the Company and to hold office for the term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of 33rd Annual general Meeting on such remuneration as may be mutually agreed by and between the Board of Directors and the Auditors.”

AS SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions 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) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Navin Nayar (DIN: 00136057), whose period of office is liable to expire in the ensuing Annual General

Meeting and who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a consecutive period of five(5) years from the conclusion of this Annual General Meeting until the conclusion of 33rd Annual General Meeting.”

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

“**RESOLVED THAT** pursuant to provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions 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) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Pramod Kumar Mundra (DIN: 00196418), whose period of office is liable to expire in the ensuing Annual General Meeting and who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for the second term under the provisions of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation for a consecutive period of five(5) years from the conclusion of this Annual General Meeting until the conclusion of 33rd Annual General Meeting.”

**By Order of the Board
For Amar Vanijya Limited**

Sd/-

**Arindam Roychowdhury
Company Secretary**

Place: Delhi
Date: 12th August, 2019

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.**
2. In order to be effective, the instrument appointing Proxies should be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the meeting. A person can act as a proxy on behalf of not more than fifty (50) members holding in aggregate, not more than ten percent (10%) of the total share capital of the Company. A member holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxies submitted by on behalf of a limited Companies, societies, etc., must be supported by an appropriate resolution/ authority as applicable.
3. Members are requested to notify the Registrar of Company, M/s Skyline Financial Services Pvt. Ltd. at D-153A, Okhla Industrial Area, Phase-I, Delhi- 110020, Ph-011-30857575, any change in their address.
4. The Register of Members and Share transfer Registers of the Company shall remain closed from Thursday, 19th September, 2019 to Wednesday, 25th September, 2019 (both days inclusive).
5. Members desiring any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready at the meeting.
6. A Statement containing details of Persons seeking appointment / reappointment as director under items no. 4 & 5 of the Notice is annexed hereto.
7. Members/Proxies are requested to bring the copies of Annual Reports and attendance slip to the meeting.
8. **Voting through electronic means and procedure thereof:**
 1. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, The Company is pleased to provide its members, facility to exercise their right to vote on resolutions proposed to be considered at the 28th Annual general Meeting by electronic means and the business may be transacted through e-voting services.

The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depositories Limited (NSDL).

2. The Facility for voting through ballot/polling paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot/polling paper.
3. The remote e-voting period commences on **22.09.2019 from 9.00 A.M and ends on 24.09.2019 till 5.00 P.M.** During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday **18th September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by the NSDL for voting thereafter, once the vote on the resolutions is casted by the member, the member shall not be allowed to change it subsequently.
4. **The procedure and manner for remote e-voting are as under:**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.

b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to shreemohankothari@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in

9. You can also update your mobile number, e-mail id in the user profile detail of the folio which may be used for sending future communication(s).
10. The voting right of a member shall be in proportion to their share of paid up equity share capital of the Company as on cut-off date of **18.09.2019**
11. Any person who acquire shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 18.09.2019, may obtain the login ID and password by sending a request at amar.vanijya@rediffmail.com or evoting@nsdl.co.in or RTA.
12. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
13. A person whose name is recorded in the register of member or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot/polling paper.
14. Mr. Shree Mohan Kothari, (C.P. No. 1837,) Practicing Company Secretary of M/s. S. M. Kothari & Co., Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
15. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot/polling paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
16. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes casted at the meeting and thereafter unblock the votes casted through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes casted in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
17. The results declared along with the report of the scrutinizer shall be placed on the website of the agency (NSDL) immediately after the declaration of result by chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange where Company's shares are listed.

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Provisions of Section 102(1) of the Companies Act, 2013:

Item No. 4

Mr. Navin Nayar (DIN: 00136057) was appointed as an Independent Director on the Board of Company for a period of 5 (five) years from the conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting pursuant to provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He hold office as Independent Director of the Company up to the conclusion /date of the ensuing Annual General Meeting of the Company (“first term” in line with the explanation to Sections 149 (10) and 149(11) of the Act).

Now, it is proposed to re-appoint Mr. Navin Nayar, as an Independent Director under section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office for second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting until the conclusion of 33rd Annual General Meeting.

Mr. Navin Nayar, is not disqualified from being appointed as director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as director.

The Company has received declaration from Mr. Navin Nayar that he meets with the criteria of Independence prescribed under sub section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Navin Nayar fulfils the conditions for appointment as an Independent Director as specified in the Act and as per the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Navin Nayar is independent of the management.

Copy of draft letter of appointment of Mr. Navin Nayar as an Independent Director would be available for inspection at the registered office of the Company during normal business hours.

Except Mr. Navin Nayar, none of the directors, Key Managerial Personnel/or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board Recommends the Special Resolution set out at item no. 4 of the Notice for approval by the members.

Item No. 5

Mr. Pramod Kumar Mundra (DIN: 00196418) was appointed as an Independent Director on the Board of Company from the conclusion of 23rd Annual General Meeting till the conclusion of 28th Annual General Meeting pursuant to provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. He hold office as Independent Director of the Company up to the conclusion /date of the ensuing Annual General Meeting of the Company (“first term” in line with the explanation to Sections 149 (10) and 149(11) of the Act).

It is proposed to re-appoint Mr. Pramod Kumar Mundra, as an Independent Director under section 149 of the Companies Act, 2013, not liable to retire by rotation and to hold office for second term of 5 (five) consecutive years from the conclusion of this Annual General Meeting until the conclusion of 33rd Annual General Meeting.

Mr. Pramod Kumar Mundra, is not disqualified from being appointed as director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as director.

The Company has received declaration from Mr. Pramod Kumar Mundra that he meets with the criteria of Independence prescribed under sub section (6) of section 149 of the Companies Act, 2013.

In the opinion of the Board, Mr. Pramod Kumar Mundra fulfils the conditions for appointment as an Independent Director as specified in the Act and as per the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Mr. Pramod Kumar Mundra is independent of the management.

Copy of draft letter of appointment of Mr. Pramod Kumar Mundra as an Independent Director would be available for inspection at the registered office of the Company during normal business hours.

Except Mr. Pramod Kumar Mundra, none of the directors, Key Managerial Personnel/or their relatives are in any way, concerned or interested, financially or otherwise, in the aforesaid resolution.

The Board Recommends the Special Resolution set out at item no. 5 of the Notice for approval by the members.

**By Order of the Board
For Amar Vanijya Limited**

Sd/-

**Arindam Roychowdhury
Company Secretary**

Place: Delhi
Date: 12th August, 2019

Brief Resume of Director seeking re-appointment at the 28th Annual General Meeting pursuant to Regulation 36(3) of the SEBI Listing Regulations, 2015 and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India.

Name of the Director	Ms. Surbhi Choudhary	Mr. Navin Nayar	Mr. Pramod Kumar Mundra
Date of Birth	11.06.1988	12.10.1962	10.02.1961
Date of Appointment	30.09.2014	18.10.1990	18.10.1990
Qualification	M.Sc., B. Tech, MBA	B.com(Hons), Chartered Accountant	B.com(Hons), Chartered Accountant
Expertise in specific	8 years' experience in the field of Business Analyst and Finance.	33 years' experience in Audit & Finance.	34 years' experience in Audit & Finance.
Directorship held in other Listed Companies.	Ellora Traders Limited	Cheviot Co Limited Kanco Tea & Industries Limited Bengal Tea & Fabrics Limited	NIL
Membership of Committees of other Listed Companies.	None	None	None
Relationship between Directors inter-se	Daughter of Mr. Madhu Sudan Choudhary	None	None

**By Order of the Board
For Amar Vanijya Limited**

Sd/-

**Arindam Roychowdhury
Company Secretary**

Place: Delhi
12th, August, 2019

Route Map to the venue of 28th Annual General Meeting of the Company, to be held on Wednesday the 25th day of September, 2019.

Venue: 105, Southex Plaza-II, Leela Ram Market, South Extn-II, New Delhi- 110049.

