

# 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 33<sup>rd</sup> Annual General Meeting of the Members of M/s. Amar Vanijya Limited will be held on Wednesday, the 25<sup>th</sup> day of September, 2024 at 1.00 p.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. Adoption Of Audited Financial Statements:

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2024, including the Audited Balance Sheet as at 31<sup>st</sup> March, 2024 and the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

#### 2. Re- Appointment of Auditor:

To Re-appoint Auditors of the Company for a period of five years and in this regard, if thought fit to pass with or without modification 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, as amended from time to time, including any statutory re-enactment or modification thereof, **M/s B. Kumar & Co. Chartered Accountants**, (Firm Registration No. 306098E) be and is hereby re-appointed as the Statutory Auditors of the Company and to hold office for the 2<sup>nd</sup> term of 5 (five) years from the conclusion of this Annual General Meeting till the conclusion of 38<sup>th</sup> Annual General Meeting to be held in the year 2029, on such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

### AS SPECIAL BUSINESS:

#### 3. Appointment of Mr. Kallol Kundu, as an Executive Director.

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 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Kallol Kundu (DIN - 10536441), who was appointed by the Board of Directors as an Additional Director ( Executive) of the Company w.e.f. 19<sup>th</sup> March 2024 in terms of Section 161 of the Companies Act, 2013 and the Article of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as Director of the Company liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to act and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. **Appointment of Mr. Ramawatar Lohia, as a Non -Executive Non-Independent Director.**

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 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualifications of Directors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramawatar Lohia (DIN - 00486838), who was appointed by the Board of Directors as an Additional Director (Non-Executive) of the Company w.e.f. 30<sup>th</sup> March 2024 in terms of Section 161 of the Companies Act, 2013 and the Article of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing his candidature for the office of Director of the Company, being so eligible, be and is hereby appointed as Director of the Company liable to retire by rotation.

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to act and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **To appoint Mr. Sayak Majumdar (DIN: 06595756) as an Independent Director of the Company.**

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, 150, 152 read with schedule IV and all other applicable provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and regulation 25(2A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 (Including any statutory modification(s) or re-enactment thereof for the time being in force), and in terms of Article of Associations of the Company, Mr. Sayak Majumdar (DIN: 06595756), in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. Sayak Majumdar for the office of Director, be and is hereby appointed as an Independent director of the Company not liable to retire by rotation for the 1<sup>st</sup> term of a 5 ( five ) consecutive years from the conclusion of this 33<sup>rd</sup> Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting.

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

**Place: Delhi  
Date: 12<sup>th</sup> August 2024**

**Sd/-  
Khushboo Doshi  
Company Secretary**

## 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-011-40450193-97 and 26812682-83, any change in their address.
4. The Register of Members and Share transfer Registers of the Company shall remain closed from Thursday, 19<sup>th</sup> September, 2024 to Wednesday, 25<sup>th</sup> September, 2024 (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. Information under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, relating to Directors proposed to be appointed / re-appointed under items no. 3, 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. In accordance with the provision to Regulation 40(1) of the SEBI listing Regulations effective from April 1, 2019 and SEBI notification dated January 24, 2022, transfer of securities of the Company including transmission or transposition request shall not be processed unless the securities are held in dematerialized form with the depository. Accordingly, shareholders holding equity shares in physical forms are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holdings and participate in corporate action.

9. **SEBI, vide its circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023** has mandated members holding shares in physical form to submit PAN, KYC, & Nomination details in specified forms. Members may access [www.amarvanijya.com](http://www.amarvanijya.com) for downloading the Form ISR-1 to register PAN/ email id/ Bank details/other KYC details, Form ISR-2 to update the signatures and Form ISR-3 for declaration to opt out, Form SH-13 for nomination and Form SH-14 for cancellation or variation of Nominations. The members may make request for updating their details by submitting the all the specified forms duly filled and signed to the Company's Registrar and Share Transfer Agent - M/s Skyline Financial Services Pvt. Ltd.
10. Corporate members intending to send their authorised representative to attend the Annual General Meeting (AGM) are requested to send certified copy of Board Resolution authorising their representative to attend and vote on their behalf at the AGM pursuant to section 113 of the Companies Act, 2013.
11. The Notice convening 33<sup>rd</sup> Annual General Meeting along with the Integrated Annual Report for the F.Y 2023-2024 will also be available on the website of the Company at [www.amarvanijya.com](http://www.amarvanijya.com), and website of the stock exchange at [www.msei.in](http://www.msei.in)
12. **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 and Regulation 44 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 33<sup>rd</sup> 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 notice of 33<sup>rd</sup> Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance slip and proxy form is being dispatched to all the Members. The e-voting particulars are provided at the Bottom of Attendance slip for the 33<sup>rd</sup> Annual General Meeting (AGM).
  4. The remote e-voting period commences on **22.09.2024 from 9.00 A.M and ends on 24.09.2024 till 5.00 P.M.** During this period **the members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.**

**Wednesday 18<sup>th</sup> September 2024, may cast their vote electronically.** The remote e-voting module shall be disabled by the NSDL for voting thereafter, once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently. The Voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date of **18<sup>th</sup> September 2024**.

5. **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: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p>

	<ol style="list-style-type: none"> <li>2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</li> <li>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;"> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information</li> </ol>

	<p>provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers..</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**



Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at: <b>022-4886 7000</b>
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for Physical Shareholders and Shareholders other than Individual shareholders holding securities in demat mode.**

**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: <https://www.evoting.nsdl.com/> 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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders 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 by the Company. Once you retrieve your 'initial password', you need to 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, please follow steps mentioned below in process **for those shareholders whose email ids are not registered.**
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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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 [meenachowdhary@ymail.com](mailto:meenachowdhary@ymail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
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](http://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](http://www.evoting.nsdl.com) or call on toll free no.: **022 - 4886 7000** or send a request to Ms. Pallavi Mathre, senior manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)

**Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to ([amar.vanijya@rediffmail.com](mailto:amar.vanijya@rediffmail.com)).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to ([amar.vanijya@rediffmail.com](mailto:amar.vanijya@rediffmail.com)). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
13. Any person who acquire share of the Company and become member of the Company after despatch of the notice and holding shares as on cut-off date i.e. 18.09.2024, may obtain the login ID and password by sending a request at [amar.vanijya@rediffmail.com](mailto:amar.vanijya@rediffmail.com) or [evoting@nsdl.com](mailto:evoting@nsdl.com) or [info@skylinerta.com](mailto:info@skylinerta.com).
14. 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.
15. 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.
16. Ms. Meena Mishra, (C.P. No. 16829) Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process as well as voting through polling/ ballot papers in a fair and transparent manner.
17. 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.

18. 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 a consolidated scrutinizer's report and such report shall then be sent to the Chairman or a person authorized by him within 2 (two) working days from the conclusion of AGM who shall countersign the same and declare the result of the voting forthwith.
19. The results declared along with the report of the scrutinizer shall be placed on the Company's website [www.amarvanijya.com](http://www.amarvanijya.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) 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. 3**

The Board of Directors at their meeting held on 19<sup>th</sup> March 2024, pursuant to recommendation of Nomination and Remuneration Committee has approved appointment of Mr. Kallol Kundu (DIN 10536441) , an existing CEO of the Company as an Additional Director of the Company w.e.f 19<sup>th</sup> March 2024 to hold office upto the date of next Annual General Meeting of the Company under section 161 of the Companies Act, 2013.

Mr. Kallol Kundu, 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 a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

The Board is of the view that Mr. Kallol Kundu's Knowledge and experience will be of immense benefit to the Company and is desirable to avail services of Mr. Kallol Kundu as an executive Director on the Board.

Except Mr. Kallol Kundu, 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 Ordinary Resolution set out at item no. 3 of the Notice for approval by the members

#### **Item No. 4**

The Board of Directors at their meeting held on 30<sup>th</sup> March 2024, pursuant to recommendation of Nomination and Remuneration Committee has approved appointment of Mr. Ramawatar Lohia (DIN 00486838), as an Additional Director (Non- Executive, Non -Independent) of the Company w.e.f 30<sup>th</sup> March 2024 to hold office upto the date of next Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013.

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

The Company has received a notice in writing from a member under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company.

Mr. Ramawatar Lohia is having a prominent knowledge in the field of finance, management and he is also associated with other NBFCs.

The Board is of the view that the appointment of Mr. Ramawatar Lohia would be of immense benefit to the Company and is desirable to avail services of Mr. Ramawatar Lohia as Non-Executive Non-Independent Director on the Board.

Except Mr. Ramawatar Lohia, 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 Ordinary Resolution set out at item no. 4 of the Notice for approval by the members

**Item No. 5**

It is proposed to appoint Mr. Sayak Majumdar, as an Independent Director under section 149 of the Companies Act, 2013 to hold office for 5 (five) consecutive years from the conclusion of this 33<sup>rd</sup> Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting.

Mr. Sayak Majumdar (DIN: 06595756), is not disqualified from being appointed as director in terms of section 164 of the Companies Act, 2013 and has given his consent in form DIR-2 to act as director. The Company has also received declaration from Mr. Sayak Majumdar that he meets with the criteria of Independence prescribed under sub section (6) of section 149 of the Companies Act, 2013.

The Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sayak Majumdar for the office of director of the Company.

In the opinion of the Board, Mr. Sayak Majumdar fulfils the conditions for appointment as an Independent Director as specified in the Companies Act 2013. Mr. Sayak Majumdar is independent of the management. Copy of the draft letter of appointment of Mr. Sayak Majumdar as an Independent Director would be available for inspection at the registered office of the Company during normal business hours.

Except Mr. Sayak Majumdar, 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 this 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/-  
Khushboo Doshi  
Company Secretary**

Place: Delhi  
Date: 12<sup>th</sup> August 2024

**Brief Resume of Directors seeking appointment/re-appointment at the 33<sup>rd</sup> 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.**

<b>Name of the Director</b>	<b>Mr. Kallol Kundu</b>	<b>Mr. Ramawatar Lohia</b>	<b>Mr. Sayak Majumdar</b>
Date of Birth	20-01-1979	21-03-1955	27-02-1982
Date of Appointment	19-03-2024	30-03-2024	25-09-2024
Qualification	B.com,	B.com,	LLB
Expertise in specific	12 years' experience in the field of Business, administration and finance other related Companies matter.	38 years' experience in the field of Finance management and administration and other related Companies matter.	18 years of practice in the Hon'ble High Court of Calcutta in the field of Arbitration, Banking Insurance, Company matters and other related sectors.
Directorship held in other Listed Companies.	None	Winsome Holdings & Investments Limited	Winsome Holdings & Investments Limited
Membership of Committees of other Listed Companies.	None	None	<b>Winsome Holdings &amp; Investments Limited-</b> Audit Committee Nomination & Remuneration Committee Stakeholders Relationship Committee.
Relationship between Directors inter-se	None	None	None
Number of shares held in the Company	Nil	Nil	Nil

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

**Sd/-  
Khushboo Doshi  
Company Secretary**

Place: Delhi  
Date: 12<sup>th</sup> August, 2024



**Route Map to the venue of 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday the 25<sup>th</sup> day of September, 2024.**

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

