

**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 25<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF AMBIT CAPITAL PRIVATE LIMITED WILL BE HELD ON JUNE 27, 2022 AT 03:00 PM AT A SHORTER NOTICE AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT AMBIT HOUSE, 449, SENAPATI BAPAT MARG, LOWER PAREL, 400013 AND THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO VISUAL MEANS (OAVM), TO TRANSACT THE FOLLOWING BUSINESS:**

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**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and the Auditors thereon;

**“RESOLVED THAT** the audited financial statements of the Company for the Financial Year ended March 31, 2022, the reports of the Board of Directors and Auditors thereon, as presented at the meeting, be and are hereby considered and adopted.

**RESOLVED FURTHER THAT** any Director/Authorised Signatory or Company Secretary of the Company be and is hereby authorized to issue a certified true copy of this resolution which shall remain in force until a notice in writing of its withdrawal or cancellation is given by the Corporate.”

2. To appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company and to determine 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** M/s Deloitte Haskins & Sells LLP, Chartered Accountants, Mumbai (ICAI Registration No.117366W / W-100018), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company for the financial year 2026-27 (subject to the ratification by the members at every Annual General Meeting) at such remuneration as shall be agreed between the Company and the Auditors.”

**RESOLVED FURTHER THAT** any Director/Authorised Signatory or Company Secretary of the Company be and is hereby authorized to issue a certified true copy of this resolution which shall remain in force until a notice in writing of its withdrawal or cancellation is given by the Corporate.”

**SPECIAL BUSINESS:**

3. To consider and approve the appointment of Mr. Vikas Gandhi (DIN: 08164438) as a Non-Executive Director of the Company and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 149, 152, 160 of the Companies Act, 2013 (“the Act”) and any other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and on the basis of the recommendation of Board of Directors of the Company, consent of the Members be and is hereby accorded for the appointment of Mr Vikas Gandhi (DIN: 08164438), as a Non-Executive Director of the Company who was earlier appointed w.e.f. March 30, 2022, pursuant to Section 161 of the Act as an Additional Director of the Company.

**RESOLVED FURTHER THAT** the Directors or Company Secretary of the Company be and are hereby severally authorized to file all the necessary e-forms and various documents with the Registrar of Companies (ROC) and do all such acts, deeds, matters and things as may be required in this connection and to resolve all the questions, difficulties or doubts that may arise in this regard at any stage in the aforesaid matter as may be considered necessary or expedient in this matter and to take all such steps/ actions as the Directors deem fit to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** any Director/Authorised Signatory or Company Secretary of the Company be and is hereby authorized to issue a certified true copy of this resolution which shall remain in force until a notice in writing of its withdrawal or cancellation is given by the Corporate.”

**For and on behalf of the  
Ambit Capital Private Limited**

**Sd/-  
Sanjay Shah**  
*Company Secretary & Compliance  
Officer*  
(Membership No. A18373)

Place: Mumbai  
Date: June 21, 2022

**Registered Office:**  
Ambit House, 449,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai – 400013

**NOTES:**

1. In view of the continuing COVID-19 pandemic, MCA has vide its circular dated January 13, 2021 read with circulars dated May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (AGM) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”) and MCA Circulars, the AGM of the Company is being held through VC/OAVM.
2. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Corporate Members are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution/ Authority Letter etc. pursuant to the Section 113 of the Companies Act, 2013 authorizing their representative to attend the AGM through VC/OAVM on its behalf and to vote at the meeting. The said Resolution/ Authorization shall be sent through its registered email address to [compliance@ambit.co](mailto:compliance@ambit.co).
4. Members who have not yet registered their email address are requested to register the same with the Company.
5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
7. In compliance with the aforesaid MCA Circulars, Notice of AGM along with Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company.

**For and on behalf of the  
Ambit Capital Private Limited**

**Sd/-  
Sanjay Shah**  
*Company Secretary & Compliance  
Officer*  
(Membership No. A18373)

Place: Mumbai  
Date: June 21, 2022

**Registered Office:**  
Ambit House, 449,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai – 400013

**Ambit Capital Private Limited (Corporate Identity Number : U74140MH1997PTC107598)**  
Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai 400 013 T: 91 22 3982 1891 F: 91 22 3982  
3020 website:[www.ambit.co](http://www.ambit.co)

### **EXPLANATORY STATEMENT**

*[Pursuant to Section 102(1) of the Companies Act, 2013]*

#### **Item No 3:**

The Board of Directors vide its circular resolution dated March 30, 2022, appointed Mr. Vikas Gandhi (DIN: 08164438) as an Additional Non-Executive Director of the Company in accordance with the provisions of Section 161(1) of the Companies Act, 2013 read with Articles of Association of the Company, till the expiry of this Annual General Meeting. It is hereby proposed to appoint Mr. Vikas Gandhi (DIN: 08164438) as the Non- Executive Director of the Company.

The approval of the members is accordingly being sought under Section 152 of the Companies Act, 2013 read with the Rules made thereunder.

Mr. Vikas Gandhi is not disqualified from being appointed as Non- Executive Director in terms of Section 149 and 164 of Companies Act, 2013 and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Vikas Gandhi as Non- Executive Director is desirable and would be beneficial to the Company and hence recommends the said Resolution No. 3 for the approval by the Members as an ordinary resolution.

None of the Directors or their relatives, except to the extent of their Directorship are in any way concerned or interested in the proposed resolution as set out in the Notice.

The details of Mr. Vikas Gandhi (DIN: 08164438) in accordance with para 1.2.5 of the Secretarial Standard on General Meetings (SS 2) is given as “Annexure A”.

**ANNEXURE A : Particulars of Directors seeking Appointment pursuant to Secretarial Standards-2 prescribed for General Meetings:**

<b>Name of Director</b>	Mr. Vikas Gandhi
<b>Type</b>	Non-Executive Director
<b>Date of Birth</b>	21/09/1970
<b>Age</b>	52 years
<b>Qualification</b>	CA,CS
<b>Original date of Appointment</b>	30/3/2022
<b>Relationship with other Directors, Manager and KMP's</b>	None
<b>Experience and expertise in specific functional area</b>	Finance and Accounting
<b>Directorships of other Boards</b>	Pragma Business Ventures Private Limited
<b>Membership/Chairmanship of the Committees of other boards.</b>	None
<b>Shareholding in the Company</b>	NIL
<b>No. of meetings of the Board attended during the period</b>	None
<b>Terms and Conditions of appointment</b>	Appointed as Non-Executive Director of the Company subject to the approval of Shareholders of the Company.
<b>Remuneration sought to be paid</b>	NIL
<b>Remuneration last drawn</b>	NIL

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Members will be able to attend the AGM through VC / OAVM at <https://ambit-co.zoom.us/j/84103830597?pwd=aW9vTDh2dWRaU2FLc3IESHhHNXVIZz09>

**Meeting ID:** 841 0383 0597

**Passcode:** 890026

2. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
3. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, PAN, Folio Number, mobile number at [compliance@ambit.co](mailto:compliance@ambit.co) from **June 24, 2022** (4.00 pm) to **June 27, 2022** (2.00 pm). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
4. The Members who do not wish to speak during the AGM but have queries may send their queries in advance till **June 27, 2022**(2.00 p.m. IST) mentioning their name, PAN, folio number, mobile number at [compliance@ambit.co](mailto:compliance@ambit.co).

**For and on behalf of the  
Ambit Capital Private Limited**

**Sd/-**  
**Sanjay Shah**  
*Company Secretary & Compliance  
Officer*  
(Membership No. A18373)

Place: Mumbai  
Date: June 21, 2022

**Registered Office:**  
Ambit House, 449,  
Senapati Bapat Marg,  
Lower Parel,  
Mumbai – 400013

**AMBIT CAPITAL PRIVATE LIMITED**

**CIN: U74140MH1997PTC107598**

**Registered Office:** Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Name in (BLOCK LETTERS)	
Address	
Registered Folio	
Shareholder/Proxy/Authorised Representative	
Mobile No. & Email Id	

I/we hereby record my presence at the **25<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on June 27, 2022 at 3:00 P.M. at the Registered Office of the Company at Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India.

\_\_\_\_\_  
Signature of Shareholder / Proxy

**Notes:**

1. Members/Proxy holders are requested to produce the attendance slip duly signed for admission to the Meeting hall.
2. Each equity share of the Company carries one vote.
3. Please read carefully the instructions printed in the Notice before exercising the vote

**AMBIT CAPITAL PRIVATE LIMITED**

**CIN: U74140MH1997PTC107598**

**Registered Office: Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013**

**PROXY FORM**

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name in (BLOCK LETTERS)	
Address	
Registered Folio	
Mobile No. & Email Id	

I/We being the member(s) of \_\_\_\_\_ **Ambit Capital Private Limited**, hereby appoint:

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 E-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 F-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

3. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 G-mail Id: \_\_\_\_\_  
 Signature: \_\_\_\_\_ or failing him \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the **25<sup>th</sup> ANNUAL GENERAL MEETING** of the Company to be held on June 27, 2022 at 3:00 P.M at the Registered Office of the Company at Ambit House, 449, Senapati Bapat Marg, Lower Parel, Mumbai - 400013, India and at any adjournment thereof in respect of the resolutions as mentioned below:



Resolutions:

Sr. No.	Particulars
1	To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2022, together with the Director's Report and Auditor's Report thereon.
2	To appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants, as Statutory Auditors of the Company and to determine their remuneration
3	To consider and approve the appointment of Mr Vikas Gandhi (DIN: 08164438) as a Non-Executive Director of the Company

Affix a  
revenue  
stamp of not  
less than  
₹ 1

Signed this..... Day of ..... 2022

Signature of shareholder

Signature of proxy holder(s)

Notes:

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.

**Route map to the venue of the Meeting from Lower Parel Railway Station, Mumbai**

