

ASSAM ENTRADE LIMITED

Regd.Office: 16 Tara Chand Dutta Street (2nd Floor), Kolkata 700073

CIN No. L20219WB1985PLC096557

GSTIN 09AAECA3423G1ZZ

PAN NO. AAECA3423G

Annexure – C

NOTICE OF ANNUAL GENERAL MEETING

Dear Members,

NOTICE is hereby given that **39th Annual General Meeting (“AGM”)** of the Members of the Company will be held on: **Day - Wednesday, Date- September 04, 2024 , Time – at 02.30 P.M.** through **Video Conferencing / Other Audio Visual Means (“VC”/“OAVM”)**, to transact the business, as set out in the Notice of the Annual General Meeting. Members can attend and participate in the AGM through VC / OAVM facility only by following the instructions provided in the Notice of AGM.

ORDINARY BUSINESS

1. To receive, consider and adopt standalone and consolidated audited financial statements of the Company for the financial year ended March 31, 2024 together with the Report of the Board of Directors and Report of the Auditors thereon and other reports.
2. To re-appoint Ms. Rati Gupta (DIN: 06872711), Executive Director of the Company who retires by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.

SPECIAL BUSINESS

3. **To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution, for Reappointment of Mr. Nishant Gupta (DIN: 00326317) as the Managing Director of the Company:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“Listing Regulations”) as amended from time to time, approval of the Members be and is hereby accorded to re-appoint Mr. Nishant Gupta (DIN: 00326317) as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years commencing from 30th September, 2024 to 29th September, 2027 on the terms & conditions including payment of remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and remuneration within the provisions of sections 196, 197 and 198 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time

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being in force) and / or any rules or regulations made thereunder as it may deem fit;

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year(s), during the tenure of Mr. Nishant Gupta, as Managing Director of the Company, the above mentioned remuneration be paid to Mr. Nishant Gupta, as minimum remuneration, subject to the applicable provisions of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and approval of Central Government, if necessary, or any other approvals as may be required under law;

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns along with filing of necessary E-form with the Registrar of Companies, and to intimate the Stock Exchange, to give effect to the above resolution.”

4. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution, to revise and approve Remuneration of Mrs. Rati Gupta, Executive Director of the Company

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company and subject to such approval as may be required, the approval of the members of the Company be and is hereby accorded for payment to Mrs. Rati Gupta (DIN: 06872711), Executive Woman Director, such remuneration, as approved in the said resolution (reproduced in the annexed Explanatory Statement), as minimum remuneration in case the Company has no profits or the profits of the Company are inadequate during period commencing from October 01, 2024 to September 30, 2027, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.

RESOLVED FURTHER THAT all other existing terms and conditions of appointment of Mrs. Rati Gupta shall remain unchanged unless otherwise modified by the Board of Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any Committee constituted by the

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Board or any person(s) authorized by the Board in this regard) be and are hereby authorised to do all acts and deeds, things and execute all such documents and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.”

By Order of the Board of Directors
For **Assam Entrade Limited**

Date: August 12, 2024
Place: Kanpur

Ayushi Bajaj
Company Secretary
(Membership No. A71268)

NOTES:

- (i) Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as “the Circulars”), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- (ii) Further, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the MCA and SEBI Circulars, the Company is holding its Annual General Meeting (AGM) through Video Conferencing (‘VC’)/Other Audio-Visual Means (‘OAVM’), without the physical presence of the Members at a common venue. For the said purpose the Company has engaged the services of National Securities Depository Limited (NSDL) for conducting AGM through VC/OAVM. Further, NSDL has also been engaged for facilitating e-voting to enable the members to cast their votes electronically using remote e-voting system as well as e-voting during the AGM. The procedure for participating in the meeting through VC/OAVM is explained in the notes below.
- (iii) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) setting out material facts relating to the special business(es) to be transacted at the AGM is annexed hereto.
- (iv) Brief profile and other additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, in respect of the

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Director seeking approval for continuation of Directorship at the AGM, is also annexed to the Notice.

- (v) The relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available for inspection by the members at the Registered Office and the copies thereof at the Corporate Office of the Company during normal business hours (between 11.00 A.M. to 01.00 P.M.) on all working days, from the date of circulation of this Notice upto the date of the AGM. The relevant documents will also be made available on the website of the Company during the abovementioned period. Members seeking to inspect such documents can also send an email to assamentrade1985@gmail.com.
- (vi) Pursuant to the Section 105 of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote at the meeting on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA and SEBI circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Proxy Form is not annexed hereto. Since the AGM will be held through VC, the route map, and attendance slip are also not annexed to this Notice.
- (vii) However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through electronic voting. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company at assamentrade1985@gmail.com, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting through e-voting.
- (viii) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.assamentrade.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- (ix) The Notice is being sent only through electronic mode to all the Members/Beneficiaries, whose names appear on the Register of Members/Record of Depositories as on August 02, 2024 and who have registered their email addresses with the Company/RTA or Depository/Depository Participant, in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and the MCA Circulars & SEBI Circulars.
- (x) The remote e-voting period begins on Sunday, September 1, 2024 at 9.00 A.M. (IST) and ends on Tuesday, September 3, 2024 at 5.00 P.M.(IST). During this period, members of the Company holding equity shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, August 28,

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2024, may cast their vote electronically. The remote e-voting will not be allowed beyond the aforesaid date and time as the same shall be disabled by NSDL for voting thereafter.

The facility for electronic voting system, shall also be made available at the AGM. The Members attending the AGM, who have not cast their votes through remote e-voting and are otherwise not barred from doing so, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their votes again at the AGM.

Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders. Voting Rights shall be reckoned on the paid-up value of shares registered in the name of the Member(s) as on cut-off date and any person who is not a member as on that date should treat this Notice for information purposes only.

- (xi) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- (xii) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- (xiii) Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number at assamentrade1985@gmail.com on or before August 31, 2024. Only those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.
- (xiv) The Board of Directors have appointed Mr. Shivam Grover (Certificate of Practice no. 24898), Partner of M/s Shivam Grover & Associates, Company Secretaries as the Scrutiniser to scrutinize the remote e-voting process and voting through electronic voting system at the AGM in a fair and transparent manner. The Scrutiniser have communicated their willingness to be appointed for the said purpose.

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(xv) The Scrutiniser will, after the conclusion of e-voting at the Meeting, scrutinise the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or a person authorised by him, who shall countersign the same and declare results (consolidated) within two working days from the conclusion of the meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company (www.assamentrade.com) and the website of NSDL (www.evoting.nsdl.com) immediately after the declaration of result by the Chairman and in his absence, any Director/Officer of the Company authorised by the Chairman and the same will also be communicated to BSE Limited and the National Stock Exchange of India Limited.

(xvi) UPDATION OF MANDATORY KYC DETAILS:

- Pursuant to SEBI circular dated March 16, 2023 read with SEBI Circular dated September 26, 2023, November 17, 2023, December 27, 2023 and June 10, 2024 members holding shares in physical form are advised to update their PAN, KYC details and nomination etc. in prescribed forms. The forms can be downloaded from the website of the Company at www.assamentrade.com
- Shares held in dematerialized form: Members holding shares in dematerialized form are requested to submit/update their KYC details with their respective Depository Participant.

(xvii) GREEN INITIATIVE – REQUEST TO PROVIDE/UPDATE E-MAIL ADDRESS

Members are requested to support the Green Initiative of the Company by registering/ updating their e-mail addresses, with the Depository Participant (in case of shares held in dematerialized form) or with ABS Consultant Private Limited (in case of shares held in physical form) in order to receive Notices, Annual Reports, Dividend and Tax intimations and other communications in electronic mode.

- DISPATCH ON ANNUAL REPORT THROUGH ELECTRONIC MODE
In terms of sections 101 and 136 of the Act read with the rules made thereunder, the listed companies may send the Notice of AGM and the Annual Report by electronic mode. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website www.assamentrade.com, and website of the Stock Exchange, i.e., BSE Limited at www.bseindia.com.
- MEMBERS CAN ATTEND AND PARTICIPATE IN THE ANNUAL GENERAL MEETING THROUGH VC/OAVM FACILITY ONLY.
- Shareholders who have not registered their mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may temporarily get their email address and mobile

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number provided with the RTA, by contacting them at absconsultant99@gmail.com (ABS Consultant Pvt Ltd). Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to assamentrade1985@gmail.com.

- For receiving all communication (including Annual Report) from the Company electronically: a. Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at assamentrade1985@gmail.com or to RTA at absconsultant99@gmail.com b. Members holding shares in dematerialized mode are requested to register / update their email address with the relevant Depository Participant.

(xviii) INSTRUCTIONS FOR E-VOTING AND JOINING THE ANNUAL GENERAL MEETING

The remote e-voting period begins on Sunday, 1st September, 2024 at 09:00 A.M. and ends on Tuesday, 3rd September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Wednesday, 28th August, 2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 28th August, 2024

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 and joining virtual meeting 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:

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| Type of shareholders | Login Method |
|---|---|
| Individual Shareholders holding securities in demat mode with NSDL. | <ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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. 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 held 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 options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR |

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| | <p>code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> |
| Individual Shareholders holding securities in demat mode with CDSL | <ol style="list-style-type: none">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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders (holding securities in demat | 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 |

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| mode) login through their depository participants | 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 or joining virtual meeting & voting during the meeting. |
|---|--|

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 evoting@nsdl.com or call at 022 - 4886 7000 |
| 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical 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 |

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|--|--|--|
| | | 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. 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. 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.
- b) "[Physical User Reset Password?](#)" (If you are holding shares in physical

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- 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 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 and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
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

- i. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/

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- 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 shivam@sgaconnect.in with a copy marked to evoting@nsdl.co.in. 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.
- ii. 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.
 - iii. 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.: 022 - 4886 7000 or send a request to Mr. Pritam Dutta at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories 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 assamentrade1985@gmail.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 assamentrade1985@gmail.com. If you are an Individual shareholders 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.](#)
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in 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.](#)

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THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at assamentrade1985@gmail.com latest by Saturday, 31st day of August, 2024. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

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7. When a pre-registered speaker is invited to speak at the meeting but he / she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
8. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, for smooth conduct of the AGM.

By Order of the Board of Directors
For **Assam Entrade Limited**

Ayushi Bajaj
Company Secretary
(Membership No. A71268)

Date: August 12, 2024
Place: Kanpur

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EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 and Secretarial Standard 2 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder)

Item No. 3

REAPPOINTMENT OF MR. NISHANT GUPTA AS MANAGING DIRECTOR

Mr. Nishant Gupta (DIN No: 00326317) was reappointed as Managing Director of the Company by the Members at the 36th Annual General Meeting held on September 30, 2021, for a period of 3 years commencing from September 30, 2021 up to September 29, 2024.

Mr. Nishant Gupta is a Promoter Director and the Board believes that Mr. Nishant Gupta given his extensive experience and valuable contributions, should continue in his role. The reappointment is expected to ensure continuity, stability, and sustained performance in the best interest of the Company and its shareholders. The Current Tenure of Mr. Nishant Gupta, Managing Director of the Company expires on September 29, 2024.

Accordingly, in view of the above, the Board of Directors of the Company has, based on the recommendation of the Nomination and Remuneration Committee at its meeting held on August 12, 2024 proposed the re-appointment of Mr. Nishant Gupta as Managing Director of the Company for a period of 3 years from September 30, 2024 till September 29, 2027, subject to the approval of the shareholders.

In the event of loss or inadequacy of profits in any financial year(s), during the currency of tenure of Mr. Nishant Gupta, as Managing Director of the Company, the above mentioned remuneration be paid to him, as minimum remuneration, subject to the applicable provisions of Schedule V of the Act (including any statutory modification(s) or re enactment(s) thereof, for the time being in force) and approval of Central Government, if necessary, or any other approval as may be required under law.

The Company has received declaration from Mr. Nishant Gupta that he is not disqualified from being appointed as Director of the Company in terms of Section 164 of the Act and is not debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority.

Except Mr. Nishant Gupta, Managing Director and Mr. Jayesh Gupta, Chief Financial Officer of the Company and their relatives, none of the Directors/KMP of the Company and their relatives is interested, financially or otherwise, in the proposed resolution set out at Item No. 3 of the Notice.

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Item No. 4

REVISION OF REMUNERATION OF MRS. RATI GUPTA, EXECUTIVE DIRECTOR OF THE COMPANY

On recommendation of Nomination and Remuneration Committee, Board of Directors in the meeting held on August 12, 2024 approved revised remuneration of Rs. 18,00,000 per annum payable monthly for a period from October 01, 2024 to September 30, 2027.

Mrs. Rati Gupta has been associated with the Company for the past 9 years and has demonstrated exceptional leadership and management skills. The proposed increase in remuneration is commensurate with the current industry standards for similar positions and is deemed necessary to retain her valuable services.

As per the provisions of Section 196 and Section 197 of the Companies Act, 2013, read with the relevant rules made thereunder and Schedule V, any increase in managerial remuneration beyond the specified limits requires the approval of the shareholders through a special resolution. The proposed increase in remuneration for Mrs. Rati Gupta exceeds the limits set forth under the Companies Act, 2013. Therefore, the approval of the members is sought by way of a special resolution.

None of the Directors, except Mrs. Rati Gupta or Key Managerial Personnel of the Company or their relatives or any of other officials of the Company is, in any way, financially or otherwise, concerned or interested in the resolution except to the extent of their shareholding, if any, in the Company.

The consent of the members is, therefore, being sought for passing the aforesaid resolution of the notice as a Special Resolution.

STATEMENT, PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 WITH RESPECT TO ITEMS NO. 3 OF THE NOTICE:

I. GENERAL INFORMATION

Nature of Industry:

The Company is a Non-Banking Financial Company (NBFC) registered with RBI. Further, the Company is engaged in the business of trading in securities, providing loans and dealing in mutual fund units.

Date or expected date of commencement of commercial production:

The company commenced its commercial operations on March 26, 1985.

In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

This is not applicable as Assam Entrade Limited is an established entity.

Financial Performance of the Company for the period April 1, 2023 to March 31, 2024 is set out as under:

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| Particulars | Amount (In Lakhs) |
|--------------------|--------------------------|
| Total Revenue | 726.61 |
| Total Expenses | 503.62 |
| Profit before tax | 240.07 |
| Profit after tax | 133.94 |

Foreign investments or collaborations, if any:

The company does not have any foreign investments or collaborations as of the current financial year.

II. INFORMATION ABOUT THE APPOINTEE

| | Nishant Gupta | Rati Gupta |
|--|---|---|
| Background Details | He has more than 14 years of extensive experience in this Company on Senior management position. | Mrs. Rati Gupta has more than 9 years of extensive experience in this Company on Senior management position. |
| Past Remuneration | Rs. 18 Lakhs | Rs. 6 Lakhs |
| Recognition and Awards | None | None |
| Job Profile and his suitability | Managing Director since 30.09.2015 | Director since 13.08.2015 |
| Remuneration Proposed | The proposed remuneration for Mr. Nishant Gupta is ₹18 lakhs per annum, which is fixed with no other elements. | The proposed remuneration for Mrs. Rati Gupta is ₹18 lakhs per annum, which is fixed with no other elements. |
| Pecuniary Relationship directly or Indirectly with the Company or relationship with the managerial personnel, if any | No Pecuniary relationship with the Company. Further, Mr. Jayesh Gupta is younger Brother of Mr. Nishant Gupta. | Mrs. Rati Gupta has granted an unsecured loan at an interest rate of 11 % p.a, to the Company as per the Loan agreement dated 01 st April, 024. The amount of the loan will be upto INR 3,00,00,000 (Rupees Three Crore Only) |

III. OTHER INFORMATION

| | |
|---|---|
| Reasons of Loss or Inadequate profits | The company faced inadequate profits due to an economic downturn. Additionally, higher provisions for non-performing assets and regulatory changes led to increased compliance costs, further affecting profitability. |
| Steps taken or proposed to be taken for improvement | The company is implementing cost-cutting measures, expanding its market reach, and enhancing operational efficiency to boost profitability. Additionally, strengthening the compliance framework and improving customer |

Corp. Office : 26/49, Birhana Road, Kanpur 208001

Phone: 0512-3500151 eMail: assamentrade1985@gmail.com website: www.assamentrade.com

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| | engagement are key focus areas for sustainable growth. |
| Expected increase in productivity and profits in measurable terms | The company has been awarded a license for the development of an integrated township from local authorities and has entered into a consortium agreement with other companies possessing land banks. Including the company's own land in the project, this initiative is expected to considerably increase profits over the next financial year. |

DETAILS OF MANAGING DIRECTOR SEEKING RE-APPOINTMENT AT THE AGM

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standards 2 on General Meetings]

| Name of the Director | Mr. Nishant Gupta |
|---|--|
| DIN | 00326317 |
| Category | Managing Director |
| Date of Birth | 04/06/1978 |
| Age | 46 |
| Nationality | Indian |
| Date of first appointment on the Board | 29/09/2007 |
| Brief Profile | Mr. Nishant Gupta has more than 14 years of experience in this Company on Senior management position. |
| Qualifications | Graduate |
| Experience and Expertise in specific functional area | Administration and overall management related functions. |
| Number of Meetings of the Board attended during the year | 6 out of 7 |
| Terms and Conditions of Appointment or re-appointment along with remuneration | Executive Director, liable to retire by rotation Remuneration: The proposed remuneration for Mr. Nishant Gupta is ₹18 lakhs per annum, which is fixed with no other elements. |
| Membership of Committees of Assam Entrade Limited | Audit Committee Nomination & Remuneration Committee |
| List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies) | Nil |
| Listed entities from which the person has resigned from the post of Directorship/Membership of Committee of the Board in the past three years | Nil |
| Membership/Chairmanship of Committees | Nil |

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| | |
|---|--|
| across other Public Companies | |
| Shareholding in Assam Entrade Limited as on 31st March, 2024. | 36,481 Equity Shares |
| Relationship with other directors inter se, manager and other Key Managerial Personnel of the Company | Mr. Nishant Gupta is an elder brother of Jayesh Gupta (Director of the Company). Hence, there is an inter-se relationship between directors. |
| Details of remuneration last drawn (Financial Year 2023-24) | Remuneration last drawn is ₹ 18 Lakh during the financial year 2023 24. |

By Order of the Board of Directors
For **Assam Entrade Limited**

Ayushi Bajaj
Company Secretary
(Membership No. A71268)

Date: August 12, 2024
Place: Kanpur