



Registered Office : “Ambuja Tower”, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad - 380059, India **CIN :** L15140GJ1991PLC016151

Website: www.ambujagroup.com; **Email:** investor-jcsl@ambujagroup.com; **Tel.:** +91 79 6155 6677; **Fax:**+91 79 6155 6677

NOTICE OF POSTAL BALLOT

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013, READ WITH RULES 22 AND 20 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AS AMENDED]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (the “Act”) including any statutory amendments or re-enactment(s) thereof for the time being in force, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the “Management Rules”), as amended, Secretarial Standard-2 on General Meetings (the “SS- 2”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021 and 3/2022 dated 5th May, 2022 (the “MCA Circulars”) and any other applicable provisions, laws, rules and regulations (including any statutory amendments or re-enactment(s) thereof, for the time being in force), the following resolution is proposed to be passed by the Members of Gujarat Ambuja Exports Limited (the “Company”) through Postal Ballot by way of remote voting through electronic means (“e-voting”) only:

1. Appointment of Shri Sudhin Choksey as an Independent Director of the Company

The proposed resolution and the Explanatory Statement pursuant to Sections 102(1), 110 of the Act and any other applicable provisions of the Act, read with Rules framed thereunder; setting out the material facts and reasons thereof concerning the resolutions mentioned in this Postal Ballot Notice (“Notice”), are annexed hereto.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e. voting through electronic means instead of submitting postal ballot forms. Members are requested to follow the procedure as stated in the Notes for casting of votes by e-voting.

The Company has engaged the services of Central Depository Services (India) Limited (hereinafter referred to as “CDSL” or “Service Provider”) for facilitating e-voting to enable the Members to cast their votes electronically instead of dispatching postal ballot forms. In accordance with the MCA Circulars, the Company has made necessary arrangements with M/s. Jupiter Corporate Services Limited, Registrar and Share Transfer Agent (the “RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Notice.

The e-voting period commences from Thursday, 15th December, 2022 (9.00 a.m. IST) and ends on Friday, 13th January, 2023 (5.00 p.m. IST) as per instructions provided in Note no. 12. Members are requested to carefully read the instructions mentioned under the head 'Information and Instructions for e-voting' in this Notice and record their assent (“FOR”) or dissent (“AGAINST”) on the proposed resolution through e-voting not later than Friday, 13th January, 2023 (5:00 p.m. IST), failing which it will be considered that no reply has been received from the Member.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at their meeting held on 29th November, 2022 has appointed CS Niraj Trivedi, Practicing Company Secretary (Membership Number FCS: 3844 CP No.: 3123) as the Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner. Upon completion of e-voting period, the Scrutinizer shall submit his report to the Chairman of the Company or a person authorised by the Chairman. The result of the Postal Ballot shall be announced on or before Tuesday, 17th January, 2023 at the Registered Office of the Company and shall also be displayed on the Company's website www.ambujagroup.com and on the website of CSDL at www.evotingindia.com besides communicating to National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The proposed resolution, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting i.e. Friday, 13th January, 2023. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same have been passed at a general meeting of the Members.

PROPOSED RESOLUTION:

Appointment of Shri Sudhin Choksey (DIN: 00036085) as an Independent Director of the Company

To consider and, if thought fit, to pass, the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors and pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 (the “Act”) (including any statutory



modification(s) or re-enactment(s) thereof, for the time being in force) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and Nomination and Remuneration Policy of the Company, Shri Sudhin Choksey (DIN: 00036085) who was appointed as an Additional Director of the Company w.e.f. 29th November, 2022 pursuant to section 161 of the Act and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, being so eligible, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) consecutive years with effect from 29th November, 2022, whose term of office shall not be liable to retirement by rotation”

“**RESOLVED FURTHER THAT** approval of the Members be accorded to the Board of Directors (which term shall include its duly empowered Committee(s) constituted/to be constituted by it to exercise its powers including the powers conferred by this resolution) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.”

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : 29th November, 2022

Manish Gupta
Chairman & Managing Director
(DIN:00028196)

Registered Office:

“Ambuja Tower”, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev,
P.O. Thaltej, Ahmedabad - 380059 (Gujarat)
CIN: L15140GJ1991PLC016151
Email: cs@ambujagroup.com
Website : www.ambujagroup.com

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Act stating material facts and reasons for the proposed resolution is annexed hereto and form parts of this Notice.
2. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Notice is being sent in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (the “NSDL”) and Central Depository Services (India) Limited (the “CDSL”) as on Friday, 2nd December, 2022 (the “Cut-Off Date”) and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Jupiter Corporate Services Limited (the “RTA”), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-Off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-Off Date or who becomes a member of the Company after the Cut-Off Date should treat this Notice for information purposes only.
3. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The physical copy of the Notice along with the Postal Ballot forms and prepaid business envelope will not be sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
4. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.
5. The e-voting rights of the Shareholders shall be reckoned on the shares held by them as on Friday, 2nd December, 2022 being the Cut-off date for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.
6. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them on Cut-off Date i.e. Friday, 2nd December, 2022. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.
7. A member cannot exercise his/her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members (are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by e-mail to csneerajtrivedi@gmail.com with a copy marked to jayvijay@ambujagroup.com.
8. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
9. Postal Ballot (e-voting) period commences from **Thursday, 15th December, 2022 (9.00 a.m. IST) and ends on Friday, 13th January, 2023 (5.00 p.m. IST)**. At the end of the e-voting period, the facility shall forthwith be blocked and e-voting shall not be allowed beyond the said date and time.



10. This Notice shall also be available on the website of the Company at www.ambujagroup.com, websites of the stock exchanges where the equity shares of the Company are listed, i.e. National Stock Exchange of India Limited and BSE Limited at www.nseindia.com and www.bseindia.com respectively, and on the website of Central Depository Services (India) Limited (“CDSL”) at www.evotingindia.com.

11. All the documents referred to in this Notice and Explanatory Statement shall be available for inspection through electronic mode until the last day of remote e-voting, Members seeking to inspect such documents can send an email to cs@ambujagroup.com.

12. GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:-

- (i) The voting period begins on **Thursday, 15th December, 2022 (9.00 a.m. IST) and ends on Friday, 13th January, 2023 (5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 02nd December, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. Individual shareholders holding securities in demat mode are allowed to vote through their demat account(s) maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and E-mail ID in their demat accounts in order to access e-voting facility.
- (iii) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (iv) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

A. Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 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 or joining virtual meeting & voting during the meeting. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi 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 a 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is



Type of shareholders	Login Method
	<p>launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on</p> <p>“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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>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 I D e A S “ P o r t a l o r c l i c k a t https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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 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 e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL

Login type	Helpdesk details
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
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.co.in or call at toll free No.: 1800 1020 990 and 1800 22 44 30

B. Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.



6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) · Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. · If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN for the Gujarat Ambuja Exports Limited which is 221210001.
- 11) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 13) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

C. Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@ambujagroup.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like 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



Company/RTA on their E-mail Id cs@ambujagroup.com / jayvijay@ambujagroup.com or by sending the duly filled in E-communication registration form enclosed with this Notice to our RTA on their E-mail Id jayvijay@ambujagroup.com.

2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
4. Members can also get their E-mail Id and other details registered by following the steps as mentioned on the website of the Company at https://www.ambujagroup.com/email_registration/.
5. In terms of SEBI circular No.: SEBI/HO/CFD/CMD/CIR/P/ 2020/242 dated 9th December, 2020 on e-voting facility provided by Listed Entities, 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

CONTACT DETAILS:

Company	Gujarat Ambuja Exports Limited Registered Office: “Ambuja Tower”, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad, Gujarat, 380059 Tel. : 079-61556677 Fax. : 079-61556678 Email : cs@ambujagroup.com Website : www.ambujagroup.com
Registrar and Transfer Agent	Jupiter Corporate Services Limited Address: Ambuja Tower, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev, P.O. Thaltej, Ahmedabad, Gujarat – 380059 Tel. : 079-61556677 Fax. : 079-61556678 Email : jayvijay@ambujagroup.com
e-voting Agency	Central Depository Services (India) Limited Tel. : +91-22-23058542 or +91-22-23058543 Email : helpdesk.evoting@cdslindia.com
Scrutinizer	Shri Niraj Trivedi, Practicing Company Secretary Email: csneerajtrivedi@gmail.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013:

Based on the recommendations of the Nomination and Remuneration Committee (“NRC”), the Board of Directors of the Company (the “Board”) at its meeting held on 29th November, 2022 had appointed Shri Sudhin Choksey (DIN: 00036085) as an Additional Director (Non-Executive and Independent Director) of the Company pursuant to the provisions of Section 161 of the Companies Act, 2013 (the “Act”) and Regulations 16(1)(b), 17 and other applicable provisions, if any, of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the “SEBI Listing Regulations”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and Articles of Association of the Company for a period of 5 (five) consecutive years with effect from 29th November, 2022, subject to the approval of the Members of the Company.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the members of the Company. Further pursuant to Regulation 17(1C) of the SEBI Listing Regulations, effective from 1st January, 2022, a listed entity shall ensure that approval of Members for appointment of a person in the Board of Directors is obtain at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, the appointment of Shri Sudhin Choksey (DIN: 00036085) would require approval of Members of the Company on or before 28th February 2023.

As required under Section 160 of the Act, the Company has received a notice in writing from a member signifying the intention to propose the appointment of Shri Sudhin Choksey as a Director. Shri Sudhin Choksey has given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations.

In the opinion of the Board of Directors, Shri Sudhin Choksey fulfills the criteria as specified in the Act, rules made there under and SEBI Listing Regulations for appointment as an Independent Director and he is not related to any of the other Directors or Key Managerial Personnel of the Company in any way and he is independent of management.

Shri Sudhin Choksey has given his consent to act as the Director of the Company. Also, as per the confirmations received from him, he is not



disqualified from being appointed as Director in terms of Section 164 of the Act. Shri Sudhin Choksey has Confirm that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

As per the provision of Section 149(13) of the Act read with explanation to Section 152(6) of the Act, the period of office of Shri Sudhin Choksey will not be liable to determination by retirement of directors by rotation at the Annual General Meeting.

The NRC has reviewed the capabilities of Shri Sudhin Choksey vis-a-vis the role and capabilities required as decided by the NRC based on the evaluation of balance of skills, knowledge and experience of the existing Board and considered appropriate, to recommend the appointment of Shri Sudhin Choksey as an Independent Director, for a term of 5 (five) consecutive years effective from 29th November, 2022.

In the opinion of NRC and the Board, Shri Sudhin Choksey possesses appropriate skills, knowledge and expertise required for the efficient functioning of the Company more particularly in the areas of Accountancy, Mortgage Finance Business and General Management in India and abroad.

Disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India pertaining of his qualification, brief resume, area of expertise and other details are set out in the Annexure attached to this Notice.

Accordingly, the Board recommends the Resolution as set out in the accompanying Notice in relation to appointment of Shri Sudhin Choksey as an Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from 29th November, 2022, for approval of the Members on the terms and conditions as specified in the draft letter of appointment.

Copy of draft letter of appointment of Shri Sudhin Choksey setting out the terms and conditions of appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an request to cs@ambujagroup.com.

Except Shri Sudhin Choksey and his relatives (to the extent of their shareholding, if any), none of the other Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the resolution as set out in the Notice for approval of the members as Special Resolution.

For and on behalf of the Board of Directors

Place : Ahmedabad
Date : 29th November, 2022

Manish Gupta
Chairman & Managing Director
(DIN:00028196)

Registered Office:

“Ambuja Tower”, Opp. Sindhu Bhavan, Sindhu Bhavan Road, Bodakdev,
P.O. Thaltej, Ahmedabad - 380059 (Gujarat)

CIN: L15140GJ1991PLC016151

Email: cs@ambujagroup.com

Website: www.ambujagroup.com



ANNEXURE – 1

DETAILS OF DIRECTOR SEEKING APPOINTMENT

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard – 2 on General Meetings]

Name of the Director	Sudhin B. Choksey
Director Identification Number (DIN)	00036085
Date of Birth (Age)	31 st January, 1954 (68 Year)
Nationality	Indian
Date of first appointment on Board	29 th November, 2022
Qualification	B.Com. (Hons.), FCA
No. of Shares held in the Company	Nil
Number of Board Meetings attended	1 (as an invitee)
Expertise in specific functional areas	Accountancy & Mortgage Finance Business besides General Management
Skills and capabilities required for the role as an Independent Director	Shri Sudhin Choksey is an experience CEO at GRUH Finance with a demonstrated history of working in the mortgage finance business and skilled in lending business. With an overall professional experience of more than 43 years, both in India and Overseas, he has been member of many committees constituted by professional, management and government agencies, enables him to provide the Board with valuable insights across extensive issues in various areas of the Company
Terms and Conditions of appointment, details of remuneration to be paid	As stated in the resolution and explanatory statement of the Postal Ballot Notice
Remuneration last drawn	Sitting fees paid since his appointment
Other Directorship (excluding foreign Companies) as on date of this Postal Ballot Notice	CSB Bank Limited Fairchem Organics Limited Kuhoo Technology Services Private Limited India Shelter Finance Corporation Limited Kuhoo Finance Private Limited Anchorage Infrastructure Investments Holdings Limited
Committee position held in other Companies (Statutory Committees)	CSB Bank Limited - Risk Management Committee, Chairman - Corporate Social Responsibility Committee, Member - Stakeholders Relationship Committee, Member
	Fairchem Organics Limited - Audit Committee, Chairman - Stakeholders Relationship Committee, Member - Risk Management Committee, Member
	India Shelter Finance Corporation Limited - Risk Management Committee, Member
	Anchorage Infrastructure Investment Holdings Limited - Audit Committee, Chairman - Nomination & Remuneration Committee, Chairman
Listed Companies from which the Director resigned in the past three years	Nil
Relationships between Directors and Key Managerial Personnel inter-se	Not related to any Director / Key Managerial Personnel



E-COMMUNICATION REGISTRATION FORM
(Only for members holding shares in physical form)

Date:

To,
Jupiter Corporate Services Limited
“Ambuja Tower”, Opp. Sindhu Bhavan,
Sindh Bhavan Road, Bodakdev,
P.O. Thaltej, Ahmedabad – 380 059

UNIT – GUJARAT AMBUJA EXPORTS LIMITED

Dear Sir,

Sub: Registration of Email Id for serving of Notices / Annual Reports through electronic mode by Company

We hereby register our Email Id for the purpose of receiving the notices, Annual Reports and other documents / information in electronic mode to be sent by the Company:

Folio No. :

Email Id :

Name of the First / Sole Shareholder :

Signature :

Note : Shareholder(s) are requested to notify the Company as and when there is any change in the email address.