

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE NINETH ANNUAL GENERAL MEETING OF M/S. AMBITION SERVICES PRIVATE LIMITED will be held on Saturday, 10th August, 2024 at 11.00 AM (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), to transact the following business:

ORDINARY BUSINESS:

ITEM NO. 1

TO RECEIVE, CONSIDER AND ADOPT AUDITED ANNUAL ACCOUNTS FOR THE F.Y. 2023-24

To receive, consider and adopt the audited annual accounts of the Company for the year ending March 31, 2024 which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss for the period ended on that date and Cash Flow statements together with notes to accounts and the reports of the Directors and Auditors thereon.

To consider and if thought fit, pass the following resolution with or without modification(s), as an **Ordinary Resolution:**

“**RESOLVED THAT** the Audited Annual Accounts of the Company for the year ended March 31, 2024, together with notes to accounts and the reports of the Directors and Statutory Auditors thereon be and is hereby considered and adopted.”

ITEM NO. 2

DECLARATION OF DIVIDEND

a) Declaration of Dividend on Preference Shares for the financial year ended March 31, 2024

To consider and if thought fit, pass the following resolution with or without modification(s), as an **Ordinary Resolution:**

“**RESOLVED THAT** a dividend of INR 2/- (10%) per preference share having face value of INR 20/- each aggregating to INR 1,60,000/- as approved and recommended by the Board of Directors of the Company be and is hereby declared for the financial year ended March 31, 2024 on the preference paid up capital of INR 16,00,000/- and the same be paid out of the profits for the financial year 2023-24.”

b) Declaration of Dividend on Equity Shares for the financial year ended March 31, 2024

To consider and if thought fit, pass the following resolution with or without modification(s), as an Ordinary Resolution:

“**RESOLVED THAT** a dividend of INR 0.1942/- (1.94%) per equity share having face value of INR 10/- each fully paid up, aggregating to INR 13,50,114/- as approved and recommended by the Board of Directors of the Company be and is hereby declared for the financial year ended March 31, 2024 on the paid-up equity capital of INR 6,95,21,830/- and the same be paid out of the profits for the financial year 2023-24.”

SPECIAL BUSINESS:

ITEM NO. 3

TO REGULARISE MRS. ARPANA SHARMA SINGHAL (DIN:10091988) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY

To consider and if thought fit, pass the following resolution with or without modification, as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of section 152 and 161 of the Companies Act, 2013 read with rules made thereunder (including any statutory modifications or re-enactments thereof from time to time for the time being in force), Mrs. Arpana Sharma Singhal (DIN: 10091988) who was appointed as Additional Director (Non-Executive) on the Board of the Company with effect from 28th February, 2024 in terms of section 161 of the Companies Act, 2013 and whose term expires at the this Annual General Meeting be and is hereby appointed/regularised as Director (Non-Executive) of the Company."

RESOLVED FURTHER THAT Mrs. Arpana Sharma Singhal will hold office for a term of five years from the date of this Annual General Meeting till the conclusion of Annual General Meeting to be held in the financial year 2029-30.

RESOLVED FURTHER THAT the Board of Directors Director of the Company be and are hereby authorized to file the necessary e-forms with the registrar of Companies and to do all the act, deeds and things which are necessary for the purpose of giving full effect to this resolution."

**FOR AND ON BEHALF OF BOARD OF DIRECTORS
AMBITION SERVICES PRIVATE LIMITED**

**Date: 04/07/2024
Place: Noida, Uttar Pradesh**

**Sd/-
Vikash
Company Secretary
ICSI Membership No. –A64302**

NOTES:

1. Pursuant to General Circulars No.14/2020 dated April 8, 2020, No.17/2020 dated April 13, 2020, No. 20/2020 dated May 05, 2020, No. 02/2021 dated January 13, 2021, No. 19/2021 dated December 08, 2021, No. 21/2021 dated December 14, 2021, No. 02/2022 dated May 05, 2022 No. 10/2022 dated December 28, 2022 and general circular no. 09/2023 dated 25/03/2023 issued by the Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars'), the Company is convening the 09th Annual General Meeting (AGM) through Video Conferencing (VC)/Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

In compliance with the applicable provisions of the Companies Act, 2013 (the Act), and MCA Circulars, the 09th AGM of the Company is being held through VC/OAVM. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at Plot No. 25, Second Floor, Sector-11, Dwarka, New Delhi-110075 which shall be the deemed venue of the AGM.

2. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by members will not be available for this AGM and hence, the proxy form, attendance slip and route map of AGM are not annexed to this notice.
3. Corporate members intending to send their authorised representatives are requested to send a scanned copy (PDF/JPG format) of their respective Board Resolution authorizing the representatives to attend and vote at the Annual general Meeting through VC/OAVM on their behalf pursuant to section 113 of the Companies Act, 2013 by email to cs@ambiserv.co.in
4. In case of joint holders attending the AGM, only such joint holder, who is higher in the order of names, will be entitled to vote.
5. 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 Act.
6. The Members can join the AGM through VC/OAVM 30 minutes before and within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to the Members on a first come first served basis as per the MCA Circulars.
7. In terms of the MCA Circulars, the Company is sending this AGM Notice along with the Integrated Annual Report for FY 23-24 in electronic form only to those Members whose email IDs are registered with the Company/Depositories. The Company shall send the physical copy of the Integrated Annual Report for FY 23-24 only to those Members who specifically request for the same at cs@ambiserv.co.in mentioning their Folio No/DP ID and Client ID.

The Notice convening the AGM and the Annual Report for FY-24 have been uploaded on the website of the Company at www.ambiserv.in.

8. The Company has fixed 31st July, 2024 as the “Record Date” for determining entitlement of Members to dividend for the financial year ended 31st March, 2024.
9. The Dividend on equity shares, if declared, at the meeting as recommended by the Board of Directors will be credited / dispatched within statutory timelines to those members whose names appears on the Company’s Register of Members on the Record Date; in respect of shares held in dematerialized mode, the dividend shall be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as beneficial owners as on that date.

To all Members in respect of shares held in physical form after giving effect to valid transmission and transposition requests lodged with the Company on or before the close of business hours on 30th July, 2024.

10. Members are requested to update their Address and Bank Details and to notify any change therein:
 - i. To their Depository Participants (DPs) in respect of shares held in demat form; and
 - ii. To the Registrar & Share Transfer Agent (i.e. Skyline Financial Services Private Limited) of the Company in respect of shares held in physical form, quoting their folio numbers.
11. The Members are requested to note the designated email address cs@ambiserv.co.in for conveying the votes, where poll is required during the meeting on any resolution.
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Directors’ Report, Auditors’ Report, Audited Financial Statements as at 31st March, 2024 are enclosed.
14. Members desiring inspection of statutory registers during the AGM or who wish to inspect the relevant documents referred to in the Notice, can send their request on email to cs@ambiserv.co.in.
15. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through electronic mode. Members who have not yet registered their e-mail address are requested to support this green initiative by registering their e-mail addresses with Skyline Financial Services Private Limited in case the shares are held in physical form and with the Depository Participant in case the shares are held in demat form.

16. Instructions on Tax Deductible at Source on Dividend

- I. Members may note that pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, Permanent Account Number (PAN), Category as per the IT Act with their Depository Participants (DPs) or in case shares are held in physical form, with the Company, by sending documents through e-mail @accounts@ambiserv.in by 11:59 p.m. IST on 31st, July 2024.

Further, it is hereby informed that the PAN of the members have been inoperative from 01/07/2023 who have not linked their PAN with Aadhar. Failure to complete the linking of PAN with Aadhaar will result in income tax deduction (TDS) at a higher rate of 20% under Section 206AA of the Income Tax Act, 1961.

- II. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/ 15H, to avail the benefit of non-deduction of tax at source by email @accounts@ambiserv.in by 11:59 p.m. (IST) on 31st July, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate.
- III. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to accounts@ambiserv.in. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on 31st July, 2024.
- IV. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (IEPF). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company within the stipulated timeline. The Members whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in e-Form/web form No. IEPF-5 available on www.iepf.gov.in.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS
AMBITION SERVICES PRIVATE LIMITED**

**Date: 04/07/2024
Place: Noida, Uttar Pradesh**

**Sd/-
Vikash
Company Secretary
ICSI Membership No. –A64302**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

TO REGULARISE MRS. ARPANA SHARMA SINGHAL (DIN: 10091988) AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY

Mrs. Arpana Sharma Singhal (DIN: 10091988) was appointed as an Additional Director (Non-Executive) with effect from 28th February, 2024 by the Board in accordance with the provisions of section 161 of the Companies Act, 2013 (“the Act”).

As per section 161 of the Act, Mrs. Arpana Sharma Singhal (DIN: 10091988) holds office upto the date of ensuing AGM to be held on 10th August, 2024. Therefore, it is required to regularise/appoint her as Director (Non-Executive) at the ensuing Annual General Meeting. The Company has received consent and declaration from her for appointment as Director.

Mrs. Arpana Sharma Singhal (DIN: 10091988), possesses the requisite knowledge, experience and skill for the position of Non-Executive Director.

The Board of Director recommend her appointment as Non-Executive Director by passing the above resolution mentioned in Item No. 3 of this Notice.

Except Mrs. Arpana Sharma Singhal and Mr. Ankur Singhal, no other Director, Key Managerial Personnel of the Company and their relatives thereof are interested or concerned financially or otherwise in the proposed resolution.

**FOR AND ON BEHALF OF BOARD OF DIRECTORS
AMBITION SERVICES PRIVATE LIMITED**

Date: 04/07/2024
Place: Noida, Uttar Pradesh

Sd/-
Vikash
Company Secretary
ICSI Membership No. –A64302

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING ANNUAL GENERAL MEETING

Please follow the below mentioned instructions for attending the 09th Annual General Meeting of Ambition Services Private Limited.

Instructions for participating in the Annual General Meeting

1. The 09th Annual General Meeting will be held through video conferencing or other audio-visual means (VC/OAVM).
2. Link to participate in the Annual general Meeting shall be sent to all the shareholders on their respective e-mail ID.
3. Shareholders may join the meeting 30 minutes before the meeting and up to 15 minutes after the time fixed for the meeting through the link sent to them.
4. The shareholders can join directly by clicking on the link sent to them on their email.
5. The Shareholders shall be placed on mute mode during the meeting to avoid background noise or disturbance and to ensure smooth conduct of the Annual General Meeting.

Instructions for voting at the Annual General Meeting

1. The shareholders who will be present at the meeting can cast their vote on the resolutions.
2. Members who are present at the meeting can cast their votes during the meeting by writing in Q&A/comment box as under.
 - The Members in favour of the resolution, will write in the Q&A/comment box as **“Yes, I cast my vote in favour of this resolution.”**
 - The Members not in favour of the resolution, will write in the Q&A/comment box as **“No., I am not in favour of this resolution.”**

Instructions for asking queries during the Annual General Meeting

1. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM, are requested to write to the Company, mentioning their name, demat account number/folio number, email id and mobile number through email on cs@ambiserve.co.in. Such questions shall be taken up during the meeting or replied by the Company suitably.
2. Shareholders who would like to express their views / ask questions during the meeting must register themselves as a speaker and must send their request mentioning their name, demat account no./folio number, email id, mobile number along with question in advance at least 5 days in advance, through email on cs@ambiserve.co.in on or before 5:00 pm (IST) of 05th August, 2024.
3. Shareholders will be allowed to speak only when moderator of the meeting/management will announce the name for speaking.
4. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.

5. Other shareholders may ask questions to the panelist, via question answer box which will be available during the meeting in right side corner.
6. The Company reserves the right to restrict the number of questions/speakers as appropriate for smooth conduct of the AGM.
7. Members are encouraged to join the Meeting through Laptops for better experience. Speakers will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
8. 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.
9. The Shareholders are requested to limit their queries maximum up to three minutes.

Assistance for attendance/voting at the AGM

In case of any queries, you may contact to Mr. Vikash, Company Secretary of the Company at the following contact details:

Mobile No. 9990143814

E-mail: cs@ambiserve.co.in
