

AMBASSADOR INTRA HOLDINGS LIMITED

CIN: L17119GJ1982PLC009258

REGISTERED OFFICE: 1093/1, 305 SUR MOUNT COMPLEX, BEHIND ISCON
MANDIR SG HIGHWAY ROAD, SATELLITE, JODHPUR, AHMEDABAD, GUJARAT,
INDIA, 380059

EMAIL: ambassadorintra1982@gmail.com

05th June 2024

To

The B S E Limited

Listing Compliance Department,

P.J.Towes, Dalal Street, Fort,

Mumbai: 400 001.

Respected Sir,

Sub: Notice of Extra-Ordinary General Meeting of the members of the Company.

Ref: Scrip Code-542524

We are pleased to inform you that Extra Ordinary General Meeting (“EGM”) for FY 2024-25, of Ambassador Intra Holdings Limited (“the Company”) is scheduled to be held on Tuesday 02nd July, 2024 at 01:00 P.M. (IST) at the President Hotel, Opp: Municipal Market, Off: C.G.Road, Near Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009. The Notice of EGM along with the explanatory statement as required under the law is attached herewith.

Please provide an acknowledgement for the same ASAP and do the needful.

Thanking you, we remain,

Yours faithfully,

For, AMBASSADOR INTRA HOLDINGS LIMITED

Siddartha Ajmera

Managing Director

DIN: 06823621

Encl: Notice of Extra Ordinary General Meeting.



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NOTICE

NOTICE is hereby given that the **Extra-General General Meeting** of the members and shareholders of M/s. Ambassador Intra Holdings Limited will be held at "THE PRESIDENT", Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, India on Tuesday, 02nd July, 2024 at 01:00 P.M (IST), to transact following business.

SPECIAL BUSINESS:

- Appointment of Mr. Dilipbhai Baldevbhai Patel (Director Identification Number: 10593381) as Whole Time Director of the Company:**

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

"RESOLVED THAT pursuant to the provisions of sections 152, 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, read with schedule V to the Act and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ('Listing Regulations') and all guidelines and clarifications for managerial remuneration issued by the Ministry of Corporate Affairs from time to time and the Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be necessary, Shri Dilip B. Patel (DIN: 10593381), who was appointed as an Additional Director designated as Whole-time Director of the Company with effect from April 25, 2024 and who holds office up to the date of this Extra General Meeting and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, signifying his intention to propose Shri Dilip B. Patel as a candidate for the office of Director, be and is hereby appointed as a Whole-time Director of the Company, for a term of 5 (Five) years, with effect from July 02, 2024 who shall be liable to retire by rotation on the terms and conditions including remuneration and perquisites, as under:

Particulars	Details
Salary	₹ 3,60,000/- per annum inclusive of perquisites, allowance and incentives.
Gratuity	As per applicable rules & regulations
Encashment of Leave	As per applicable rules & regulations
Conveyance Allowance/Reimbursement	At actuals
Medical Allowance	As per applicable rules & regulations

"FURTHER RESOLVED THAT in the event of loss or inadequacy of profit in any financial year during the currency of tenure of services of Shri Dilipbhai B. Patel, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

"RESOLVED FURTHER THAT subject to the overall superintendence, direction and control of the Board of Directors, Shri Dilipbhai B. Patel, Whole-time Director, shall be responsible for the management of the affairs of the Company and be accountable to the Board of Directors;

RESOLVED FURTHER THAT the Board of Directors or any Committee of the Board so authorized by it, be and are hereby authorized to alter and vary the terms and conditions of the appointment including the remuneration, as may be agreed between the Board of Directors and Shri Dilipbhai B. Patel and/or in such manner and to such extent as may be permitted or authorized in accordance with the provisions under the Act and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force;



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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and the Company Secretary of the Company, for the time being and from time-to-time, be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns including filing of e-form or such other forms and documents and submitting necessary information as may be required to the stock-exchanges, depositories, the Registrar of Companies, Gujarat and such other authorities as may be required from time to time.”

2. Appointment of Mr. Rajesh Singh Thakur (Director Identification Number: 10593346) as Managing Director of the Company:

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 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), approval of the members of the company, be and is hereby accorded to Appoint Mr. Rajesh Singh Thakur (DIN: 10593346) as a Managing Director of the Company, for the period of 5 (five) years from the expiry of his present term of office, i.e. commencing with effect from July 02, 2024 on the terms and conditions including remuneration as set out in the Statement annexed to this Notice, with liberty to the board of directors (hereinafter referred to as “the Board” which term shall include the human resources, nomination and remuneration committee of the board or any other committee of the board formed and assigned to for this purpose) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

Particulars	Details
Salary	₹ 3,60,000/- per annum inclusive of perquisites, allowance and incentives.
Gratuity	As per applicable rules & regulations
Encashment of Leave	As per applicable rules & regulations
Conveyance Allowance/Reimbursement	At actuals
Medical Allowance	As per applicable rules & regulations

“RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Rajesh Singh Thakur as a Managing Director, the Company has no profits or its profits are inadequate, he shall be paid within such maximum remuneration as permissible under the provisions of Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the company be and is hereby authorized to take all such steps and actions and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and the Company Secretary of the Company, for the time being and from time-to-time, be and are hereby severally authorized on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient and to sign and execute all necessary documents, applications and returns including filing of e-form or such other forms and documents and submitting necessary information as may be required to the stock-exchanges, depositories, the Registrar of Companies, Gujarat and such other authorities as may be required from time to time.”



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3. To Increase the Authorized Share Capital of The Company and Consequent Amendment to Memorandum of Association of The Company:

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

“RESOLVED THAT pursuant to the provisions of Section 13, 14 and 61(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and also subject to the relevant provisions of the Articles of Association of the Company, the Authorized Share Capital of the Company be and is hereby increased from existing Rs. 3,50,00,000 (Rupees Three Crore Fifty lakhs only) divided into 35,00,000 Equity Shares of Rs. 10/- each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 Equity Shares of Rs. 10/- each all ranking Pari passu inter se without any preference or priority of one over the other or others subject however that such new equity shares will be entitled to Pro rata dividend if any declared from the date of their issue and consequential Alteration in the Capital Clause of the Memorandum of Association.

“RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 (iii) thereof by the following new Clause 5 (iii) as under:

“The Share Capital of the Company is 15,00,00,000/- rupees, divided into 1,50,00,000 Equity Shares of Rs. 10/- Each.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company be and are hereby authorized to do all acts deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. Appointment of Statutory Auditor to fill Casual Vacancy

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

“Resolved that pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s M A A R K & Associates, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s S V J K AND ASSOCIATES, Chartered Accountants, Ahmedabad.

“RESOLVED FURTHER THAT M/s M A A R K & Associates, Chartered Accountants, Mumbai be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the year ended 31st March, 2025 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the board of directors of the company be and is hereby authorized to take all such steps and actions and give such directions as may be in absolute discretion deemed necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the shareholders or otherwise and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.



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5. Regularization of Mr. Durgesh Pandey (DIN: 10458934) as a Non- Executive Non-Independent director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 152 & 161 and all other applicable provisions of Companies Act, 2013 (“Act”) and Article 157 of the Articles of association of the company, Mr. Durgesh Pandey (DIN: 10458934) who was appointed as an additional director Non-Executive of the company with effect from 30th May 2024 and who holds office up to the date of the Ensuing General Meeting, be and is hereby appointed as a Non- Executive Director of the Company with effect from 02nd July 2024 pursuant to the provisions of Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company whose office shall be liable to retire by rotation;

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby severally authorized, on behalf of the Company, 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 for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies, Ahmedabad Gujarat.”

**By order of the Board of Directors
For AMBASSADOR INTRA HOLDINGS LIMITED**

**Date: 30th May 2024
Place: Ahmedabad**

**SIDDARTHA AJMERA
Managing Director
DIN: 06823621**



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IMPORTANT NOTES:

1. A Member Entitled to Attend and Vote Is Entitled to Appoint A Proxy To Attend And Vote On A Poll Instead Of Himself And The Proxy Need Not Be A Member.
2. Pursuant To the Provisions of Section 105 Of the Companies Act, 2013, A Person Can Act As A Proxy On Behalf Of Not More Than Fifty Members And Holding In Aggregate Not More Than Ten Percent Of The Total Share Capital Of The Company. Members Holding More Than Ten Percent of The Total Share Capital Of The Company May Appoint A Single Person As Proxy, Who Shall Not Act As A Proxy For Any Other Member. The Instrument Appointing Proxy As Per The Format Should Be Returned To The Registered Office Of The Company Not Less Than Forty eight Hours Before The Commencement Of The Meeting.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote, if not already voted through remote E-Voting.
5. A route map showing the direction to reach the venue of the Extra Ordinary General Meeting is given at the end of this notice as per the requirement of the Secretarial Standards – 2 on 'General Meeting'.
6. Members holding shares in electronic form are requested to intimate immediately any change in their address to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address immediately to the Company or it's Registrar & Share Transfer Agents – Cameo Corporate Services Limited
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder and as a part of 'Green Initiative in Corporate Governance,' Companies can serve Notice, Reports, and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their email address so that they can receive the Notice, Report, and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
8. The Notice of EGM and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of EGM and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of EGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the EGM.
9. The facility for voting through ballot paper shall be made available at the EGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.



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10. The members who have cast their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.
11. Jaykumar Deepakbhai Khatnani Sole proprietor of M/s. J D KHATNANI & ASSOCIATES, Practicing Company Secretary, (Membership No. ACS: 50727 and COP No. 18421, Address: 9TH FLOOR 904 SARAP COMPLEX, B/H GUJARAT VIDHYAPITH, NAVJIVAN PRESS ROAD ASHRAM ROAD, AHMEDABAD-380009 GUJARAT) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

The remote e-voting period begins on Friday 28th June, 2024 at 09:00 A.M. and ends on Monday 01st July, 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. 24th June, 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 24th June, 2024.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, 28th June 2024 at 09:00 A.M. and ends on Monday, 01st July, 2024 at 05:00 A.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 24th June, 2024 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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.

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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.



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- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to abovesaid SEBI Circular, 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"> 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 cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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. 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. 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"> 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 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 "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. 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.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL:



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	<p>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 : 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 : 022-4886 7000 and 022-2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) 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.



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- 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) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN i.e. **240605007** for the relevant <Company Name> on which you choose to vote.



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- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 mandatory 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; ambassadorintra1982@gmail.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.



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EMAIL: ambassadorintra1982@gmail.com

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 email id**.

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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cDSLindia.com or contact at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT

(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No.1 of the accompanying Notice:

Business No. 1

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has, at its meeting held on April 25, 2024, appointed Shri Dilipbhai B. Patel, as an Additional Director of the Company, with effect from April 25, 2024, in compliance with Sections 152, 161, 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 (‘Act’), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), and also approved remuneration payable for a period of 3 (Three) years on the terms and conditions as mentioned in the said resolution, subject to the approval of the Members of the Company at this General Meeting.

Pursuant to the provisions of the Act and Listing Regulations, Shri Dilipbhai B. Patel holds office up to the date of this Meeting and is eligible to be appointed as a Whole-time Director, liable to retire by rotation.

The Company has received a notice from a Member under section 160 of the Act proposing the candidature of Shri Dilipbhai B. Patel for the office of Whole-time Director of the Company. The Company has received from Shri Dilipbhai B. Patel, (i) consent in writing to act as Director in Form DIR-2 pursuant to section 152 of the Act, read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules, to the effect that he is not disqualified in accordance with section 164(2) of the Act; and (iii) declaration that he is not debarred from holding or continuing the office of director pursuant to any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.



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Under section 197 of the Act, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any managing or Whole-time Director or manager or any other non-executive director, including an Independent Director, by way of remuneration, any sum exclusive of any sitting fees payable to Directors except in accordance with the provisions of Schedule V to the Act. Section II of the said Schedule V, inter alia, provides that where in any financial year during the currency of tenure of a managerial person or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person or other Director not exceeding the limits as set out therein, provided that the remuneration in excess of such limits may be paid subject to the approval of the Shareholders.

Hence, in terms of the aforesaid provisions of the Act, the resolution, as set out at Item No. 1 of the Notice, with respect to appointment and the remuneration payable to Shri Dilipbhai B Patel, in the form of salary, allowances, perquisites and other benefits, for the period as mentioned therein, is being recommended to be passed by way of an Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 1 of this notice except and to the extent of their shareholding in the Company.

Business No. 2

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, has, at its meeting held on April 25, 2024, appointed Shri Rajesh Singh Thakur, as an Additional Director of the Company, with effect from April 25, 2024, in compliance with Sections 152, 161, 196, 197, 203 and other applicable provisions if any, of the Companies Act, 2013 ('Act'), and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and also approved remuneration payable for a period of 3 (Three) years on the terms and conditions as mentioned in the said resolution, subject to the approval of the Members of the Company at this General Meeting.

Pursuant to the provisions of the Act and Listing Regulations, Shri Rajesh Singh Thakur holds office up to the date of this Meeting and is eligible to be appointed as a Managing Director, liable to retire by rotation.

The Company has received a notice from a Member under section 160 of the Act proposing the candidature of Shri Rajesh Singh Thakur for the office of Managing Director of the Company. The Company has received from Shri Rajesh Singh Thakur, (i) consent in writing to act as Director in Form DIR-2 pursuant to section 152 of the Act, read with Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 pursuant to Rule 14 of the said Rules, to the effect that he is not disqualified in accordance with section 164(2) of the Act; and (iii) declaration that he is not debarred from holding or continuing the office of director pursuant to any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any other such authority.

Under section 197 of the Act, if, in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors, including any managing or Whole-time Director or manager or any other non-executive director, including an Independent Director, by way of remuneration, any sum exclusive of any sitting fees payable to Directors except in accordance with the provisions of Schedule V to the Act. Section II of



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the said Schedule V, inter alia, provides that where in any financial year during the currency of tenure of a managerial person or other director, a company has no profits or its profits are inadequate, it may, pay remuneration to the managerial person or other Director not exceeding the limits as set out therein, provided that the remuneration in excess of such limits may be paid subject to the approval of the Shareholders.

Hence, in terms of the aforesaid provisions of the Act, the resolution, as set out at Item No. 2 of the Notice, with respect to appointment and the remuneration payable to Shri Rajesh Singh Thakur, in the form of salary, allowances, perquisites and other benefits, for the period as mentioned therein, is being recommended to be passed by way of a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this special resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

Business No. 3

In order to expand the capital structure of the Company near future if Company find out the New Business Expansion of the Company and to enable the Company to issue further shares, it is proposed to increase the authorized share capital of the Company from Rs. 3,50,00,000/- (Rupees Three Crore Fifty lakhs only) divided into 35,00,000 (Thirty Five Lacs) Equity Shares of Rs. 10/- (Rupees Ten Only) each to Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 1,50,00,000 (One Crore Fifty Lacs only) Equity Shares of Rs. 10/- (Rupees Ten only) each, ranking Pari passu inter se without any preference or priority of one over the other or others subject however that such new equity shares will be entitled to Pro rata dividend if any declared from the date of their issue.

As a consequence of increase of authorized share capital of the Company, the existing authorized share capital clause (Clause V) in the Memorandum of Association of the Company is required to be altered accordingly. The proposed increase in authorized share capital requires the approval of members of the Company under Sections 13, 61, 64 and other applicable provisions of the Companies Act, 2013, as well as any other applicable statutory and regulatory approvals.

The Draft amended Memorandum of Association shall be available for inspection by the Members at the Meeting.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their relatives thereof are in any way financially or otherwise concerned or interested in the passing of this Ordinary resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

Business No. 4

M/s S V J K AND ASSOCIATES, Chartered Accountants have resigned as Statutory Auditors w.e.f. 30/05/2024 citing reasons as mentioned in their Resignation Letter dated 30/05/2024. This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General



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Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended the appointment of M/s. M A A R K & ASSOCIATES, Chartered Accountants (Firm Registration No. 145153W) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s S V J K AND ASSOCIATES. Accordingly, shareholders' approval by way of Special resolution is sought.

M/s. M A A R K & ASSOCIATES, Chartered Accountants (Firm Registration No. 145153W), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

Therefore, the Board recommends the resolution hereof for approval of the shareholders as Ordinary Resolution.

Business No. 5

The Board of Directors of the company had appointed Mr. Durgesh Pandey (DIN: 01449590) as an Additional (Non-Executive) Director of the Company with effect from May 30, 2024, pursuant to the provisions of the Section 152 & 161 of the Companies Act, 2013 read with the rules framed there under, to hold office up to the date of the Annual General Meeting.

Considering the knowledge and experience of Mr. Pandey, the Board of Directors in consonance with Nomination and Remuneration Committee recommends the appointment of Mr. Pandey as a Non-Executive Director of the Company and is now being placed before the Members at the General Meeting for their approval.

The Company has received from Mr. Pandey (i) consent in writing to act as director in form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

**By order of the Board of Directors
For AMBASSADOR INTRA HOLDINGS LIMITED**

**Date: 30th May 2024
Place: Ahmedabad**

**SIDDARTHA AJMERA
Managing Director
DIN: 06823621**



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Details of Directors seeking appointment/re-appointment as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India:

Name of Director	DILIPBHAI PATEL	RAJESH SINGH THAKUR	DURGESH PANDEY
DIN	10593381	10593346	10458934
Designation	Whole Time Director	Managing Director	Non-Executive Director
Date of Birth	20/07/1960	05/06/1971	10/10/1999
Date of Appointment	02 nd July, 2024	02 nd July, 2024	02 nd July, 2024
Relationship with other Directors Inter se	NA	NA	NA
Profile & Expertise in Specific functional Areas	More than 40 years of varied experience in the field of Astrologer, and commercial activities including procurement, strategy planning and management at various corporates.	Mr. Rajesh Singh Thakur is Graduated from Purvanchal VishwVidyalay Jaunpur Uttar Pradesh. Currently Running Business of Medical Stores from last 24 Years. Having a Good Experience in the Field of Construction and Medical Science.	He is a seasoned professional with a proven track record in the infrastructure sector. His dynamic leadership and commitment to excellence make him an asset in driving successful project outcomes. Mr. Durgesh Pandey holds a Bachelor's degree in Business Administration, providing him with a solid foundation in management principles, strategic planning, and business operations.
Qualification	bachelorette	bachelorette	Bachelorette
No. of Equity Shares held in the Company	NIL	NIL	NIL
List of other Companies in which directorships are held	-	-	-
List of committees of Board of Directors (across all other Companies) in which Chairmanship /	-	-	-



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Membership is held			
Listed entities from which the person has resigned from Directorships in the past three years	-	-	-
Listed entities from which the person has resigned from Chairmanship/ Membership in the past three years	-	-	-

**By order of the Board of Directors
For AMBASSADOR INTRA HOLDINGS LIMITED**

**Date: 30th May 2024
Place: Ahmedabad**

**SIDDARTHA AJMERA
Managing Director
DIN: 06823621**



AMBASSADOR

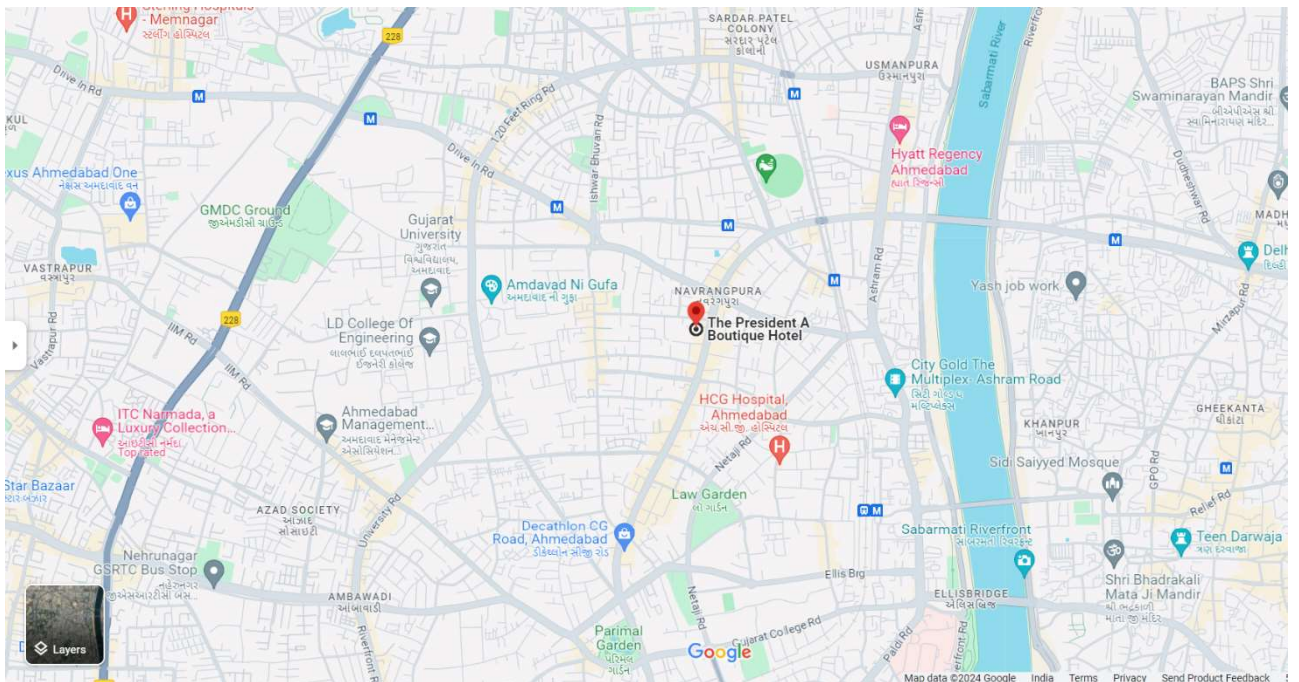
— INTRA HOLDINGS LIMITED —

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Map Route to the venue of Extra Ordinary General Meeting:





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1st Extra ordinary General Meeting: July 02, 2024

ATTENDANCE SLIP

Full Name of the Member in Block Letters: _____

Folio No./ DP IN No.:
No. of Shares held:

I, hereby record my presence at the 01st Extraordinary General Meeting of Ambassador Intra Holdings Limited, held on Tuesday, July 02, 2024 at 01:00 P.M. at "THE PRESIDENT", Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, India.

Signature of the Member/Proxyholder

Note: Only Member of the Company or their Proxies will be allowed to attend the Meeting. Please complete this attendance slip and hand it over at the entrance of the meeting hall.



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**PROXY FORM
Form No. MGT-11**

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

Name of Member(s):

Registered Address:

Email id:

Folio No./DP IN No.

I/We, being the member(s) of _____ Shares of the above-Named Company, hereby appoint

1. Name: _____

Registered Address:

Email id: _____

Signature: _____ or Failing him/her

2. Name: _____

Registered Address:

Email id: _____

Signature: _____ or Failing him/her

3. Name: _____

Registered Address:

Email id: _____

Signature: _____ or Failing him/her



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as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 01st Extraordinary General Meeting of the Company, to be held on Tuesday, July 02, 2024 at 01:00 pm at "THE PRESIDENT", Opp- Municipal Market, Off C.G. Road, Navrangpura, Ahmedabad, Gujarat- 380009, India. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution
Special Business	
1	Appointment of Mr. Dilipbhai B. Patel as a Whole Time Director of the Company for the Next Five Years.
2	Appointment of Mr. Rajesh Singh Thakur as a Managing Director of the Company for the Next Five Years.
3	Increase the Authorized Share Capital of The Company and Consequent Amendment to Memorandum of Association of The Company
4	Appointment of Statutory Auditors of the Company in Casual Vacancy.
5	Regularization of Mr. Durgesh Pandey as a Non Executive Non Independent Director of the Company.

Signed thisday of2024.

AFFIX
RS.1/-
REVENUE
STAMP

(Signature of Shareholder across the revenue stamp)

[Signature of the proxy holder(s)]