

AMSTER LABS LIMITED

Registered Office : SCO-166-167, Level-I, Sector-9C,
Madhya Marg, Chandigarh-160 009 Ph. No. 0172-4647449/50/51
E-mail : amsterlabscorp@gmail.com
Web : amster.in CIN - U21001CH2024PLC045445



NOTICE

Notice is hereby given that the first Extra-Ordinary General Meeting of the Members of **Amster Labs Limited** will be held at the Registered Office of the Company at SCO 166-167, level 1, Sector 9C, Madhya Marg, Sector 9, Chandigarh-160009 on Saturday, 06th Day of January, 2024 at 10:00 A.M. to transact the following businesses on shorter notice.

1. To consider and if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

PROPOSAL TO ISSUE EQUITY SHARES THROUGH PRIVATE PLACEMENT:

“RESOLVED THAT pursuant to the provisions of Section 42 and Section 62 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and any other provisions, if any, of the Companies Act, 2013, the consent and approval of the members of the Company be and is hereby accorded to the Board to issue and allot equity shares through Private Placement up to 1,387,627 (Thirteen Lakhs Eighty seven Thousand Six Hundred Twenty Seven only) equity share of the Company of face value of INR 10 each at an issue price of INR 33.33 per share, including premium of INR 23.33 per share, at such time or times in one or more tranche(s), and in such manner as the Board may, in its absolute discretion determine aggregating to Rs. 46,249,607.91/- (Rupees Four crore Sixty-Two lakhs Forty-Nine thousand six hundred seven and Ninety-One Paise Only) to the proposed allottee(s) mentioned below.

S. No.	Name of Proposed Allottee	Address of Proposed Allottee	No. of Equity Share	Face Value	Premium	Total Amount
1.	Goyal Oil Mills	AD-118A, Power Apartment, Pitampurá, Delhi - 110034	75,007	10/-	23.33/-	24,99,983.31
2	Binod Kumar Chhawchharia	Antaraa Tower, Danish Road, Pan Bazar, Guwahati, Assam - 781001	37,503	10/-	23.33/-	12,49,974.99
3	Nakul Chhawchharia	Antaraa Tower, Danish Road, Pan Bazar, Guwahati, Assam - 781001	37,503	10/-	23.33/-	12,49,974.99
4	Sarwan Kumar	House No. 228,	75,007	10/-	23.33/-	24,99,983.31

Unit -I

Vill Saraj Majra Gujran, Near Toll Plaza, Baddi, Distt. Solan (HP)
Email : amsterlabs@gmail.com
Web : amster.in

Unit-II

Hiltop, Ind. Estate, Vill. Bhatauli kalan, Tehsil Baddi, Distt. Solan (HP)
Email : amsterunit2@gmail.com
Web : amster.in

	Gupta	2ndFloor, State Bank Nagar, Paschim Vihar, Delhi - 110063				
5	Kavya Gupta	5/8B, Near Sadhu Bela Mandir, Rood Nagar, Malka Ganj, Delhi - 110007	375,037	10/-	23.33/-	12,499,983.21
6	Rajesh Kumar Agarwal	GC-39, Salt Lake City, Sector -III, Bidhan Nagar, IB Market, North 24 Parganas, West Bengal - 700106	37,503	10/-	23.33/-	12,49,974.99
7	Rajesh Jain	310-311, Mahavir Nagar, Durgapura Railway Station, Tonk Road, Jaipur, Rajasthan - 302018	37,503	10/-	23.33/-	12,49,974.99
8	Rahul Agarwal	House No. 5733, FF, Gali No. 81, Regharpura, Karol Bagh, Delhi - 110005	37,503	10/-	23.33/-	12,49,974.99
9	Deena Champak Dedhia	1203, Inder Tower, Gokhale Road, Kakasaheb Gadgil Marg, Mumbai, Maharashtra - 400025	37,503	10/-	23.33/-	12,49,974.99
10	Nidhi Uniyal	A-2/11, Rana Pratap Bagh, DELHI - 110007	37,503	10/-	23.33/-	12,49,974.99
11	Mohit Goel	F-62, Sudershan Park, Delhi - 110015	37,503	10/-	23.33/-	12,49,974.99

12	XCAP Investments Private Limited	202, Pearls Business Park, Netaji Subhash Place, Pitampura, Delhi - 110034	75,007	10/-	23.33/-	24,99,983.31
13	AVA Paisa Growth Private Limited	D-14/219, FF, Sector-3, Rohini, Delhi - 110085	375,037	10/-	23.33/-	12,499,983.21
14	Saransh Kapoor	A-105, 3RD Floor, Meera Bagh, Delhi - 110087	37,503	10/-	23.33/-	12,49,974.99
15	Saurabh Gupta	B-236, 235, Surajmal Vihar, Shakarpur, Delhi-110092	37,503	10/-	23.33/-	12,49,974.99
16	Rajesh	1/1842, MS Park, Shahdara, Delhi-110032	18,751	10/-	23.33/-	624,970.83
17	Satish Kumar	C-112, Chander Nagar, Ghaziabad, Uttar Pradesh-201011	18,751	10/-	23.33/-	624,970.83
		Total	1,387,627			46,249,607.91

FURTHER RESOLVED THAT pursuant to Section 42 of the Act read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the members of the Company be and is hereby accorded, to approve the draft of the private placement offer cum application letter (in form PAS-4), along with other relevant annexures, as placed before the members and duly initialed by the Chairman for the purpose of identification.

"FURTHER RESOLVED THAT the board of Directors of the Company be and is hereby authorized to do all such acts and things to give effect to the aforesaid resolution including filing of necessary E-Forms to Registrar of Companies or any other statutory authorities or department."

For Amster Labs Limited
AMSTER LABS LTD


Amit Gupta

Director

Whole-time director

DIN: 08117712

Add: House No. 245, Sector-11,
Panchkula, Haryana-134112

Date: 03.01.2024

Place: Chandigarh

NOTE:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of him and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, should be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Members and Proxies should bring the attendance slip duly filled for attending the meeting. Corporate members are requested to send a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Extra Ordinary General Meeting.

3. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business under Item No. 1 of the Notice, is annexed hereto.

4. Members are requested to notify change in address, if any, immediately to the Company.

5. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars and other communications from the Company electronically.

6. All documents referred to in the accompanying notice are open for inspection at the registered office of the Company during the office hours on all working up to the date of the Extra Ordinary General Meeting.

EXPLANTAORY STATEMENT:

As required by Section 102 (1) of the Companies Act, 2013 the following Statement sets out all material facts relating to the special business under item No. 1.

Item no. 1)

The Company proposes to issue equity shares to persons mentioned in Item no. 1, on a private placement basis, which has been approved by the Board of Directors of the Company at its meeting held on January 03rd, 2024.

As per Section 42 of the Act, read with Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, a company offering or making an invitation to subscribe to securities, on private placement basis, is required to obtain prior approval of the shareholders by way of a Special Resolution, for each of the offers and invitations.

The approval of members is accordingly being sought by way of a Special Resolution under Section 42 of the Act read with the Rules made there under, for the issue of 1,387,627 (Thirteen Lakhs Eighty Seven Thousand Six Hundred Twenty-Seven only) Equity Shares of Rs. 10/- (Rupees Ten only) each, at an issue price of INR 33.33 per share, including premium of INR 23.33 per share.

Given below is a statement of disclosures as required under Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014:

Particulars	Terms & Conditions
Particulars of the offer including date of passing of Board resolution	Fresh issue of 1,387,627 Equity shares Issue Price INR 33.33 per share (Face Value at INR 10/- Premium- INR 23.33/-) Date of passing Board Resolution is 03 rd January, 2024.
Kind of securities offered and the price at which security is being offered	Equity share are being offered at the price of INR 33.33 per share (face value INR 10/-, premium INR 23.33/-)
Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	Issue Price has been identified by the valuation done by the registered valuer in their report dated 03 rd January, 2024.
Name and Address of valuer who performed valuation	Name Anil Rustgi Registration No: IBBI/RV/05/2019/12313
Amount which the company intends to	INR 46,249,607.91/-

raise by way of such securities	
Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities	<p>Equity Share proposed to be issued shall rank pari-passu with existing equity shares</p> <p>Allotment shall be made within 60 days of receipt of funds as per the provision of companies Act, 2013.</p> <p>Company would like to invest the proposed amount in future business prospects.</p> <p>No Contribution will be received as the part of offer or separately in furtherance of objects by promoters.</p> <p>No charge will be created on the assets of the company.</p>

Given below is a statement of disclosures as required under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014:

Particular	Terms & Conditions									
The size of the issue and number of Equity shares to be issued and nominal value of each share	<p>Fresh issue of 1,387,627 Equity shares</p> <p>Issue Price INR 33.33 per share (Face Value at INR 10/- Premium- INR 23.33/-)</p>									
The objects of the issue	To expand the activities of the business in the near future for which the Company needs funds.									
The manner of issue of shares	Through Private Placement									
The price at which such shares are proposed to be issued	Issue Price Rs. 33.33 per share (including premium of INR 23.33)									
The basis on which the price has been arrived at along with the report of the registered valuer	The company would issue the shares in face value.									
Relevant date with reference to which the price has been arrived at	Issue Price has been identified by the valuation done by the registered valuer in their report dated 03 rd January 2024.									
The names of the proposed allottee and the percentage post preferential offer capital that may be held by them	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of Investor</th> <th>Percentage</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Goyal Oil Mills</td> <td>1.02%</td> </tr> <tr> <td>2</td> <td>Binod Kumar Chhawchharia</td> <td>0.51%</td> </tr> </tbody> </table>	S. No.	Name of Investor	Percentage	1	Goyal Oil Mills	1.02%	2	Binod Kumar Chhawchharia	0.51%
S. No.	Name of Investor	Percentage								
1	Goyal Oil Mills	1.02%								
2	Binod Kumar Chhawchharia	0.51%								

	3	Nakul Chhawchharia	0.51%
	4	Sarwan Kumar Gupta	1.02%
	5	Kavya Gupta	5.08%
	6	Rajesh kumar Agarwal	0.51%
	7	Rajesh Jain	0.51%
	8	Rahul Agarwal	0.51%
	9	Deena Champak Dedhia	0.51%
	10	Nidhi Uniyal	0.51%
	11	Mohit.Goel	0.51%
	12	XCAP Investments Private Limited	1.02%
	13	AVA Paisa growth Private Limited	5.08%
	14	Saransh Kapoor	0.51%
	15	Sourabh Gupta	0.51%
	16	Rajesh	0.25%
	17	Satish Kumar	0.25%
The change in control, if any, in the company that would occur consequent to the preferential offer	No change in control post allotment.		
The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price	During the year no allotment were made.		
The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.	The proposed allotment would be made pursuant to consideration of cash.		

The pre issue and post issue shareholding pattern of the company

EQUITY SHARES

S.NO	CATEGORY	PRE-ISSUE		POST-ISSUE	
		NO. OF SHARES HELD	% OF SHARES HELD	NO. OF SHARES HELD	% OF SHARE HELD
A	Promoters holding				
1	Indian				
	Individual	60,00,000	100%	60,00,000	81.22%
	Body corporate	-	-	-	-
	Sub-total	60,00,000	100%	60,00,000	81.22%
2	Foreign promoters				
	Sub-total (A)	60,00,000	100%	60,00,000	81.22%
B	Non promoters holding				
1	Institutional investors	-	-	-	
	Private corporate bodies	-	-	450,044	6.09%
	Indian public (Individual)	-	-	862,576	11.67%
	Others (including NRI)	-	-	75,007	1.02%
	Sub-total (B)			1,387,627	18.78%
	GRAND TOTAL	60,00,000	100%	7,387,627	100%

None of the Directors, KMPs and/or their relatives interested financially or otherwise, if any, in respect of this item.

AMSTER LABS LTD
For Amster Labs Limited

Amit Gupta Director

Whole-time director

DIN: 08117712

Add: House No. 245, Sector-11,
Panchkula, Haryana-134112

Date: 03.01.2024

Place: Chandigarh

Form No. MGT-11

Proxy Form

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

CIN : U21001CH2024PLC045445

Name of the Company : AMSTER LABS LIMITED

Registered Office: SCO 166-167, level 1, Sector 9C, Madhya Marg,
Sector 9, Chandigarh-160009

Name of the Member(s):	
Registered Address	:
E-mail Id	:

I/We, being the member(s) of shares of the above named company, hereby appoint:

1. Name :
Address :
E-mail Id :
Signature :, or failing him
2. Name :
Address :
E-mail Id :
Signature :, or failing him
3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote (on poll) for me/us and on my/our behalf at the 01st Extra Ordinary General Meeting of the Company, to be held on Saturday, 06th Day of January, 2024 at 10:00 A.M. at SCO 166-167, level 1, Sector 9C, Madhya Marg, Sector 9, Chandigarh-160009 And at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

SPECIAL BUSINESS

1. Proposal to issue equity shares through private placement:

Signed this day of 2024

Signature of Shareholder

Signature of Proxy holder



Note:

- a) Revenue Stamp to be affixed on this form.
- b) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

